

John Carpenter's
VILLAGE OF THE DAMNED

screenplay by
John Carpenter

based upon the novel
The Midwich Cuckoos

and
a screenplay by
David Himmelstein

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FIRST DRAFT
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John Carpenter's
VILLAGE OF THE DAMNED

1 EXT. MIDWICH, NORTHERN CALIFORNIA - NIGHT

1

The small town in all our hearts, at the moment of dawn. Midwich is nestled against verdant, rolling hills. The sky is still dark, just beginning to glow from the first light of the new sun. BEGIN TITLES.

2 A SIGN

2

reads: 'MIDWICH -- Pop. 2000'. CAMERA MOVES OFF the sign, REVEALING main street. Toby's Feed Barn. Post office. A couple tourist shops. A seedy bar, the Two-Ball Inn. A LONE FIGURE moves across the street.

3 LOW ANGLE - A PICTURESQUE, WHITE WOODEN CHURCH - DAWN

3

Above its steeple, the sky is getting blue. The moon is still visible. CONTINUE TITLES.

4 SCHOOLYARD

4

Deserted. A battered swing CREAKS back and forth on a morning breeze. A fingerpainting of a clown with a gold star on one corner is blown across the dirt.

5 A ROW OF BIRDS

5

perched on telephone lines, silhouetted against the morning moon. Suddenly they take flight with great FLAPPING of wings, apparently frightened by something we cannot see...

6 AN OLD, CALIFORNIA VICTORIAN HOUSE

6

sits on a cliffside overlooking the Pacific ocean.

7 CLOSER - (CHAFFEE'S) VICTORIAN HOUSE - DAWN

7

Above, and o.s., something moves across the rising sun, casting a black, weirdly distorted shadow across the yard, up the side of the house, over the roof. We can't tell its shape or size. The shadow moves with a strange fluidity...

DR. ALAN CHAFFEE, 30s, Midwich's lone physician, eyes closed, and his wife BARBARA, 30s, lie in each other's arms under the sheets in a huge four-poster bed. They have just finished making love, and don't notice the shadow moving down the window in b.g. HEAR A FAINT HISSING SOUND, just on the threshold of audibility -- like a WHISPERED EXHALE. Alan opens his eyes, frowns...

ALAN

Do you hear that?

BARBARA

What?

CAMERA FOLLOWS Alan as he slides out of bed, walks to the window, looks out at the dawn. Beyond the window is the craggy green shoreline, the forest above, trees glowing in the sun's amber light.

ALAN

(beat; the SOUND
is gone)

Something... I must've
fallen back to sleep...
Thought I heard a whispering
sound...

Barbara slips out of bed, goes to her robe slung across a chair, puts it on, comes up behind Alan at the window.

BARBARA

(snuggles)

You were reading my mind,
that's all.

(kisses him)

My thoughts sound like whispers.

ALAN

So what were you thinking?

BARBARA

I love you, Doc.

Alan turns to her, folds his arms around her, kisses her.

BARBARA (CONT'D)

You make it fun to wake up
before first light.

(CONTINUED)

CONTINUED:

The phone on the night table RINGS SHRILLY. Alan moves to answer it...

ALAN
(into telephone)
This is Dr. Chaffee.
(beat)
Good morning, Helen.
(beat)
No, it's not too early.
How are you feeling?

Barbara moves to him once again, kisses his neck...

ALAN (CONT'D)
(into telephone)
Okay, did you take the pills
I gave you?
(beat)
The yellow ones.
(beat)
Yes. You have to finish
them all...

BARBARA
(whispers)
How 'bout a nooner, Doc?
Clinic parking lot? 12:30?

Alan gently rubs his hand along the curve of Barbara's leg...

ALAN
(into telephone,
but looks at Barbara)
Yes. I'd appreciate it.

Barbara gives him a last kiss, heads into the bathroom to start the morning...

EXT. MIDWICH RIDGE - DAWN - POV

LOOKING STRAIGHT DOWN, moving slowly across a small woodsy subdivision -- A-frames, cottages, the like. WE FLOAT above the house as if we are looking down from some craft overhead. HEAR the HUSHED WHISPERING SOUND, all around us, enveloping us...

CONTINUE TITLES.

10 INT. MCGEE BEDROOM - DAWN

10

FRANK MCGEE, early 30s, is asleep, sheets and blankets twisted around him. The light is on in the adjacent bathroom. HEAR BRUSHING of teeth.

11 MORGAN

11

a large yellow Lab, sleeps in the corner. Suddenly his eyes open -- instantly alert. He rises and walks over to the window.

12 OVER MORGAN - THROUGH WINDOW

12

The dog stands motionless, staring at the sky. A shadow passes across Morgan's face.

END TITLES.

13 INT. BATHROOM - JILL MCGEE

13

late 20s, vigorously finishes brushing, rinses and spits. She is very pretty in an unadorned sort of way. And right now very tense.

Jill turns from the sink, steps to the door to the bedroom and YELLS...

JILL
Frank!

14 INT. BEDROOM - MORGAN

14

at the window BARKS a couple times.

15 FRANK'S EYELIDS

15

slowly flutter open. He GROANS.

JILL (O.S.)
Did you finish last night?

FRANK
(wearily)
No --

(CONTINUED)

5.

15 CONTINUED:

15

JILL (O.S.)
Honey, it's almost quarter
to 6...

FRANK
Okay, okay...

16 INT. FRANK'S WORKSHED - MORNING

16

Filled with power and hand tools lined up in wall
mounts, paints and varnishes, an old coffeemaker. The
door opens and Frank ENTERS, turns on the light, walks
over to the table saw. He flips a switch and the saw
HUMS to life. Yawning, Frank begins cutting long
planks to complete an almost-finished sledgehammer
'test-your-strength' machine, like you would find in
a carnival, lying in the b.g.

17 EXT. MCGEE HOUSE - MORNING

17

Frank's pickup is parked in the driveway next to their
house. 'MCGEE CONSTRUCTION' is painted on the side.
With much difficulty, Frank loads the 'test-your-
strength' contraption onto the truck bed where Morgan
is standing on an old sledgehammer BARKING excitedly.

18 INT. FRANK'S TRUCK - MORNING - MOVING

18

Frank drives. Jill rummages frantically inside a
large briefcase on her lap. Through the rear window,
SEE Morgan standing on the truck bed.

Jill finally pulls out a large roll of tickets. She
shuts her eyes and lets out a long SIGH.

FRANK
Everything under control?

JILL
(beat)
It's the illusion of control
that's important.

FRANK
Must be why they made you
principal.

(CONTINUED)

18 CONTINUED:

18

JILL
 (a sudden thought)
 Got the helium for the
 balloons?

FRANK
 Picking up a tank at Harold's
 place soon as I drop you off.

Frank reaches over, runs his fingers down Jill's arm to her fingers, then squeezes her hand. Jill gives him a long look, then dissolves into a smile.

19 A HAND-PAINTED BANNER

19

stretched out between two poles reads: 'Harvest Fair For
New School Bus'.

20 EXT. SCHOOLYARD - MORNING

20

It's filling up with LAUGHING KIDS and ADULTS. Dogs race around. Cars and trucks pull up in the parking lot. A cracked concrete cornice on the school building reads: 'Dwight D. Eisenhower Elementary School -- Midwich,
California'.

21 A GROUP OF KIDS

21

chase hundreds of "puffballs" -- fuzzy seedpods -- that are floating on the light wind.

22 JILL

22

stands in the middle of the chaos trying to direct VOLUNTEERS who are putting up refreshment stands, game booths, bringing in food...

23 FRANK

23

by the rear of his truck, tugs on the 'test-your-strength' machine as CARLTON, 60s, the alcoholic school custodian, ambles up.

CARLTON
 Fine piece 'a work.

(CONTINUED)

23 CONTINUED:

23

FRANK
All right... lift!

Together, they haul the machine out of the truck.

24 REVEREND GEORGE AND MRS. (SARAH) MILLER

24

mid 40s, arrive carrying covered dishes. He wears a collar, she a conservative skirt in contrast to everyone else in jeans. They step out of the way as Frank and Carlton carry the machine past them...

25 A HAUNTED HOUSE

25

made up of an old tent, plywood and cardboard emits TAPED SCREAMS and WAILS from a loudspeaker. Frank and Carlton ENTER SHOT luging the machine.

26 CALLIE BLUM

26

early 30s, arrives with boxes of hotdog buns. She walks up to Jill and they exchange "HELLOS" -- it's clear they're good friends.

CALLIE
Who's the chef today?

JILL
Oliver.

CALLIE
(grimaces)
Great. More burned hotdogs.
I love scraping off charcoal.

In b.g., Frank and Carlton are visible putting the final touches on the machine.

JILL
When's Ben coming home?

CALLIE
6 weeks, 4 days, 9 hours.
(grins)
He's got a Japanese chemical
company interested in buying
20 acres out by Nicasio.

(CONTINUED)

26 CONTINUED:

26

JILL

Forget it.

(waves to
Frank)Coastal Commission likes to
eat chemical companies for
breakfast.

Frank arrives, out of breath.

FRANK

Mornin', Callie.

JILL

(tapping her
wristwatch)

Helium?

FRANK

Right. On my way.

27 EXT. MIDWICH MAIN STREET - DAY

27

Frank's truck moves down main street.

28 INT. FRANK'S TRUCK - DAY - MOVING

28

Morgan is next to Frank on the front seat. He BARKS.

FRANK

Not yet.

29 EXT. WHITE WOODEN CHURCH - DAY

29

Frank's pickup pulls past the baseball diamond, around
a wide turn in the road, past the white church, and
down a two-lane rural highway out of Midwich. Frank
waves, and CAMERA MOVES OFF the truck to REVEAL
Barbara Chaffee waving back. She's dressed in a
sharp business suit and greets a YOUNG COUPLE in
front of a house with a 'FOR SALE' sign in the yard.

BARBARA

Good morning, Sam.
(to the woman)
Cindy?

(CONTINUED)

29 CONTINUED:

29

YOUNG WOMAN

Hi.

BARBARA

I'm Barbara Chaffee. Shall we go inside and take a look around?

(as they start
into the house)

I know you're both going to love the house. It's one of the oldest in Midwich...

30 EXT. SCHOOLYARD - DAY

30

Bustle of last-minute activity. The Fair is almost completely set up.

31 JILL

31

lets out a deep BREATH -- it's going to be a long day. She glances at her wrist watch...

32 CLOSEUP - WRIST WATCH

32

9:55.

33 REVEREND GEORGE

33

comes up to Jill...

JILL

Morning, George...

REVEREND GEORGE

(in a panic)

I need fingerpaint for the toddlers.

JILL

Can't you...? Okay, never mind, I'll get it.

Jill rushes off through the crowd, toward the school building...

34

INT. KINDERGARTEN CLASSROOM - DAY

34

A canary CHIRPS and hops around in its cage. The classroom is filled with fingerpainting, toys, books, chairs and tables.

CAMERA MOVES TO Carlton pressed behind a filing cabinet, reaching into his jacket pocket and pulling out a pint whiskey bottle. He takes a couple hard swallows, HEARS FOOTSTEPS approaching in the hallway, rescrews the cap and freezes...

35

JILL

35

ENTERS the classroom, begins collecting bottles of paint in her arms.

36

CARLTON

36

hidden, motionless, his eyes moving up...

37

POV - A CLOCK

37

on the wall reads: 10:00.

38

JILL

38

reacts to the distant church clock towers RINGING 10 a.m., the start of the fair. Her arms full of paint bottles, she starts out of the room...

... and suddenly comes to a stop. Her eyes roll back in her head and she collapses, fainting in a dead heap on the floor, bottles of paint CLATTERING around her.

39

CARLTON

39

goes unconscious at the same moment, falls forward and sprawls on the floor with a THUD.

40

THE CANARY

40

hops on its perch, reacting to the SOUND, then falls over and lands on the bottom of its cage, lying absolutely motionless.

41 EXT. GAS STATION NEAR INTERSTATE - DAY

41

In f.g., a BEARDED MAN is on a pay phone. The line has just gone dead.

BEARDED MAN
(into telephone)
Hello? Hello...?

In b.g., SEE a station wagon pull into the station...

42 DR. ALAN CHAFFEE

42

gets out of the station wagon, waves at HAROLD, 50s, owner of the self-serve who is busy helping Frank load a tank of helium onto his truck bed.

HAROLD
Mornin', Doc.

ALAN
Harold.
(begins pumping
gas)

FRANK
Comin' to the fair, Doc?

ALAN
(shakes his head)
Today's Butler County day.
I'm making rounds at the
hospital.

FRANK
(heads for the
truck door)
C'mon, you gotta try out
my machine and test your
strength.
(winks)
'Course I'm the only one
can ring the damn bell.

ALAN
You're lucky I won't be
there and have to embarrass
you in front of your wife
and friends.

(CONTINUED)

FRANK
 (hops into the
 cab of his truck)
 You wouldn't do that to me,
 Doc. You're too nice a guy.

The Bearded Man from the pay phone crosses to Harold.

BEARDED MAN
 Somethin' wrong with the
 phone. Line's bad.

HAROLD
 Well, what the hell am I
 supposed to do about it?
 Climb up the pole and fix it?

FRANK
 (to Alan)
 You still want your cabinet
 done by Friday?

ALAN
 No hurry.
 (beat)
 When are you and Jill coming
 in to see me?

FRANK
 Soon as I get some of this
 work off my back.
 (starts ENGINE)
 So I can get paid. Then turn
 around and hand the money to
 you.

Grinning, Frank shoves the truck into gear, waves
 goodbye, pulls out of the station.

Alan watches the pickup ROAR down the highway, a half
 smile on his face...

as Frank's pickup zooms past. The sign reads: 'MIDWICH
7 MILES'.

CAMERA CRANES UP, allowing us to SEE miles to hills
 and forests -- and the hazy outline of Midwich in
 the far distance.

12.

44 EXT. SCHOOLYARD - DAY

44

It's as if an invisible scythe has swept across the schoolyard. Everyone has fallen where they stood: kids, parents, teachers, a dog with a Frisbee in his mouth... every living thing! HEAR the sounds of TAPED SCREAMS and GROANS from the Haunted House.

45 REVEREND GEORGE AND SARAH

45

lie together near Frank's 'test-your-strength' machine...

46 CALLIE BLUM

46

sprawls drunkenly across a cardtable, her hands resting inside a box of hotdog buns...

47 A FAT, OLDER MAN (OLIVER)

47

has pitched forward on top of the red-hot barbecue grill. There is a sickening SIZZLE and his "Kiss the Chef" apron is beginning to smoulder...

48 EXT. MIDWICH - MAIN STREET - DAY

48

There are BODIES everywhere, collapsed figures on the sidewalks, in the streets.

49 A MAN

49

is slumped over the wheel of his car, the ENGINE RUNNING.

50 A TEENAGER

50

with a bicycle lies half in a ditch.

51 SEVERAL BIRDS

51

lie in the street in front of Toby's Feed Barn.

52 INT. GROCERY - DAY

52

A CLERK has collapsed into a soup can display. A FEMALE CUSTOMER is slumped over her cart.

13.

53 EXT. OLD HOUSE - DAY

53

AN OLDER COUPLE, 70s, sit in rockers on their front porch, chins on their chests.

54 INT. BATHROOM - DAY - ROBERTS HOME

54

Water GUSHES from the tap into a bathtub. MELANIE ROBERTS, 15, lies on the floor, partly covered by a bath towel...

55 EXT. IN FRONT OF THE WHITE CHURCH - DAY

55

A tractor has collided with a car. The FARMER behind the wheel of the tractor hangs half off the seat. Smoke rises from the car's engine...

56 BARBARA CHAFFEE

56

lies in the doorway of the house for sale. The YOUNG COUPLE lie beyond in a hallway.

57 A DOG

57

lies in front of the Two-Ball Inn.

58 A HARLEY MOTORCYCLE

58

has overturned, its engine GRINDING, wheels spinning by the side of the road. Several feet away, down the blacktop, at the end of long skids marks, A TEENAGE BOY sprawls in a growing pool of blood...

59 INT. FRANK'S TRUCK - DAY - MOVING

59

Frank and Morgan are driving fast. Morgan looks at Frank and BARKS.

FRANK

OK -- but just 'til we hit
the curve.

Morgan moves over and grabs the steering wheel in his mouth and holds it steady, as Frank, grinning, removes his hands, glances out the passenger window...

60 HIS POV - SEVERAL COWS

60

lie motionless in a field.

- 61 FRANK 61
frowns, puzzled, then turns to see...
- 62 FRANK'S POV THRU FRONT WINDSHIELD - AHEAD 62
the truck is moving right toward a car nosed over into a ditch that blocks half of the road!
- 63 KERSMASH! 63
Frank's truck sideswipes the car, knocking it spinning...
- 64 TIRES SCREECHING 64
Frank's truck swerves onto the dirt shoulder...
- 65 INSIDE THE TRUCK - MOVING 65
as it bounces wildly along the shoulder, and Morgan suddenly drops on the seat, out cold...
- 66 FRANK 66
strains to get control, then his eyes close and he slumps over the wheel...
- 67 EXT. FRANK'S TRUCK 67
keeps going, spitting rocks and dirt, weaving out of control...
- 68 INT. FRANK'S TRUCK - MOVING - CLOSE ON FRANK 68
asleep, jostled by the truck's movement...
- 69 THRU FRONT WINDSHIELD 69
as the truck heads right into a large concrete culvert!
- 70 KABLAMMO! 70
The truck EXPLODES into a ball of fire!

15.

71 HIGH ANGLE - WIDE SHOT

71

Frank's burning truck.

DISSOLVE TO:

72 SAME ANGLE - 6 HOURS LATER

72

Sheriff's Department and Highway Patrol cars are parked on the highway 200 yards from the blackened, burned-out shell of Frank's truck.

73 TWO SHERIFF'S DEPUTIES

73

with paint cans and brushes complete painting a thick white line across the road. In a field nearby, SEE the bodies of several cows lying the grass.

74 EXT. PATROL CARS - THE SHERIFF

74

45, big and rawboned, is briefing DR. SUSAN ZERNER, 30s, a federal epidemiologist. Attractive and well-dressed, Susan chainsmokes. Around them DEPUTIES and HIGHWAY PATROLMEN mill around in silence. An EMERGENCY MEDICAL CREW has set up shop around a van.

SHERIFF

No toxic waste dump, no nuclear plant, no nothin' around here. Army base shut down years ago.

SUSAN

Nukes?

SHERIFF

(a blank stare)

Huh?

SUSAN

Were there missiles on the base?

SHERIFF

Yeah, ICBMs.

SUSAN

Still there?

SHERIFF

Long gone.

16.

75 A LONE TV NEWS CREW

75

from the nearest city is operating a remote just behind the patrol cars.

FEMALE REPORTER

(into video cam)

Here you can see the burned-out truck, and beyond it the car, both presumably connected to whatever it is that has cut Midwich off from the rest of the world...

Behind the news crew, Alan's station wagon pulls up, stops. Alan gets out, approaches curiously...

FEMALE REPORTER (CONT'D)

Dr. Susan Zerner, a federal epidemiologist, has just arrived and is conferring with the Sheriff's department.

76 ALAN'S POV - THE THICK WHITE LINE

76

stretches across the road. Beyond, SEE Frank's truck, 'MCGEE CONSTRUCTION' burned and blackened but still readable on its side, smoke still wafting from it. Farther away, SEE the car in the ditch.

77 ALAN

77

recognizes an OLDER DEPUTY, approaches him...

ALAN

That's Frank McGee's truck, isn't it?

OLDER DEPUTY

What's left of it.

(beat)

Lucky you wasn't in town today, Doc.

ALAN

What's going on?

OLDER DEPUTY

Nobody knows nothin'.

A look of alarm grips Alan's expression...

17.

78 SUSAN ZERNER

78

walks forward toward the white line, stopping 10 yards away. The Sheriff joins her...

SHERIFF

We're gonna give it a try.

A YOUNG DEPUTY approaches them wearing a gas mask. He's also rigged with a harness attached to a huge coil of wire that is held by a SECOND DEPUTY.

SHERIFF (CONT')

About damn time. Go over to that truck and see what the hell's goin' on.

79 THE YOUNG DEPUTY

79

starts walking slowly down the road toward the white line, the wire uncoiling behind him. He steps over the line, takes a couple more steps beyond, when it appears he passes some kind of invisible boundary and collapses in the road!

80 SUSAN

80

reacts, amazed...

SHERIFF

Pull him back!

SEVERAL DEPUTIES join in and quickly drag the Young Deputy back across the white line...

81 ALAN

81

watching from the patrol cars, quickly moves forward...

82 SUSAN

82

a cigarette hanging out of her mouth, kneels down beside the unmoving Young Deputy. She pulls off his gas mask, checks his pulse, then lifts each eyelid and examines the pupils...

83 GROUP SHOT

83

as Alan comes up...

(CONTINUED)

83 CONTINUED:

83

ALAN

What is it?

SHERIFF

Hits 'em like a hammer, Doc --
that's all we know.

ALAN

Some sort of chemical, gas...?

Susan rises up INTO SHOT from the Young Deputy, answers
Alan's question.

SUSAN

Can't be. The breeze would've
dispersed it. The edges of
the effected area are well
defined, stationary.

SHERIFF

Doc, this is Dr. Susan...
(can't pronounce
her last name)

SUSAN

'Zerner'. Like 'Turner',
with a 'z'.

ALAN

(extends his hand)

Alan Chaffee.

SUSAN

(shakes)

M.D.?

(Alan nods -- she
indicates Young Deputy)

He's breathing normally.

Strong pulse. Just seems to
have fainted.

ALAN

(looks down
the road)

Midwich is effected by this?

SUSAN

My hunch is yes.

ALAN

(beat)

My wife's in Midwich.

(CONTINUED)

19.

83 CONTINUED: (2)

83

SHERIFF

We been tryin' to get through
for the past 6 hours. No one
answers the phone, no one calls
out, nothin'.

The Young Deputy starts to shake his head and MOAN --
he's coming around from whatever it was that dropped him.
Alan bends down to him. The Young Deputy heaves a deep
SIGH, looks bewildered.

84 SUSAN

84

turns to the emergency medical CREW who have come up...

SUSAN

Get his blood and urine
samples as soon as...

She's interrupted by a ROAR from overhead...

85 POV - A NEWS HELICOPTER

85

approaches from the west...

86 THE SHERIFF

86

YELLS at a SERGEANT...

SHERIFF

They're in restricted space!
Tell 'em to clear back half
a mile or I'll pull their
licenses!

SERGEANT

(into walkie)

All channels: you are flying
into restricted space!

SHERIFF

Harley, I said to tell 'em I'll
pull their licenses, now say
it! Get 'em the hell outa
there! Now!

20.

87 AT THE REAR OF THE TV NEWS VAN

87

the TV CREW gathers around a monitor showing a live, silent picture from the helicopter above them: a moving landscape, the highway, the road block, the burned-out truck...

CREWPERSON

It's ours!
(beat)
It's David!

88 INT. HELICOPTER - DAY

88

The PILOT (wearing a headset) turns to a REPORTER (David) sitting next to him...

REPORTER
(into mike)
... as we bring you an exclusive closeup look...

PILOT
They're telling us to turn around. They're pissed.

REPORTER
(covers the mike with his hand)
Stall.

PILOT
(into headset)
N3174 Yankee, please repeat last message...

89 INT. REAR COMPARTMENT OF HELICOPTER

89

A CAMERAMAN, leaning out of the open rear door, suddenly slumps forward so he's hanging half-out of the ship, his camera (attached in a rig) pointing straight down.

90 IN THE COCKPIT

90

the Reporter collapses in his seat.

91 THE PILOT

91

slumps forward, his hand slipping off the cyclic control stick...

21.

- 92 EXT. HIGHWAY - SUSAN, ALAN AND THE SHERIFF 92
watching...
- 93 THEIR POV - THE HELICOPTER 93
begins to drop in a slow, twisting spiral...
- 94 INT. HELICOPTER 94
Pilot, Reporter and Cameraman are unconscious, as the
sky outside whirls around and around...
- 95 BEHIND TV NEWS TRUCK - ON THE MONITOR 95
SEE through the videocam in the helicopter the ground
rushing up, the highway spinning crazily toward us...
- 96 LONG LENS - THE HELICOPTER 96
plunges down into the ground with a MASSIVE EXPLOSION!
- 97 BLACK SCREEN 97
KABLAM! The black is ripped by a brilliant EXPLOSION!
- 98 EXT. SKY - NIGHT 98
BLAM! Another EXPLOSION. A magnesium flare.
- 99 EXT. SCHOOLYARD - NIGHT 99
The sprawled bodies are now eerily illuminated by the
glow of falling flares being shot off every 10 seconds.
- 100 A LITTLE BOY 100
opens his eyes, groggily raises his head.
- 101 A DOG 101
sits up, BARKS.

- 102 PEOPLE 102
begin to wake up, slowly rise, illuminated by the falling flares as the SCREAMS and CACKLES from the Haunted House tape continue in the b.g.
- 103 CALLIE 103
sits up, rubbing her head, stands up and joins others coming to. At first people are disoriented, not sure what has happened. They rub cramped limbs and clutch themselves against the night chill. Callie stares up at the flares...
- 104 INT. KINDERGARTEN CLASSROOM - NIGHT 104
Carlton comes to on the floor, lifts his head...
- 105 JILL 105
sits up, looks around, her hand to her head, dazed...
- 106 THE CANARY 106
in its cage is hopping around frantically...
- 107 EXT. IN FRONT OF THE WHITE CHURCH - NIGHT 107
Flares BURST above, eerily lighting the Farmer as he awakens in his tractor.
- 108 BARBARA CHAFFEE 108
gets to her feet, confused, muzzy. Behind her, the Young Couple come out of the darkened house...
- YOUNG HUSBAND
What happened?
- 109 INT. BATHROOM - NIGHT - ROBERTS HOME 109
It is dark. Outside the window, flares light the night. Melanie Roberts gets up from the water-logged floor, shivering violently...

110 EXT. SCHOOLYARD - REV. GEORGE AND SARAH 110
stand together clutching themselves against the cold.

111 JILL 111
emerges from the school building, dazedly walks through
the crowd of disoriented parents and children, CAMERA
MOVING WITH HER -- when there's a WRENCHING SCREAM!

112 THE BARBEQUE GRILL 112
Oliver, the fat, older man, is now a completely blackened,
swollen, smouldering corpse slumped on top of the grill.

113 JILL 113
pushes her way through the throng of horrified people
around the grill...

114 HER POV - THROUGH THE CROWD 114
SEE Callie turn away, gagging...

115 JILL 115
tries to get closer, but is prevented by the paniced
crush, people SCREAMING, bolting away... Then the
sickening smell of burning flesh hits her...

116 EXT. IN FRONT OF THE WHITE CHURCH - AS A CONVOY 116
of police cars, jeeps, vans, trucks and other official
cars ROAR into Midwich. Pulling out of the traffic is
Alan in the station wagon. He stops at the side of the
road, jumps out, rushes over to Barbara. The Young
Couple sit bewildered on the front steps of the 'For Sale'
house.

BARBARA

Alan...

ALAN

Are you OK?
(she just
stares)

Barbara?

(CONTINUED)

116 CONTINUED:

116

BARBARA

I'm cold...

The Young Couple stagger down the front steps...

ALAN

What happened?

Barbara can only shake her head...

YOUNG HUSBAND

(disoriented)

Must've blacked out...

Alan reaches for Barbara's hand, and she leans toward him so that they come together in an embrace, his arms folded about her...

117 EXT. SCHOOLYARD - JILL

177

moving through pandemonium, seized by panic. She looks over...

118 HER POV - THE CONVOY

118

of vehicles ROARS past the schoolyard. Vans pulls in to the school parking lot. Then a truck that looks like Frank's swings around the vans and slides to a stop.

119 JILL

119

relieved, runs toward the truck, CAMERA MOVING WITH HER.

120 HER POV - MOVING TOWARD THE TRUCK

120

as 2 FARMERS get out. The truck isn't Frank's.

121 JILL

121

stops, a dread filling her. She gets up on a crate, anxiously scanning the people rushing past. The church's clock tower starts to RING in the distance. Jill looks at her wristwatch.

122 CLOSEUP - WRISTWATCH

122

4 a.m.!

123 JILL

123

JILL
Frank! FRANK!

124 INT. ROBERTS HOUSE - AS MELANIE ROBERTS

124

now dressed, comes racing down the stairs, rounds a corner into the living room -- and comes face-to-face with a YELLOW-SUITED, BIO-MASKED TECHNICIAN holding strange-looking equipment. She thinks it's something from outer space, and SCREAMS like a banshee...!

125 EXT. MIDWICH MAIN STREET - NIGHT

125

As the flares continue to illuminate the still-dazed villagers wandering about, SEE a group of YELLOW-SUITED TECHNICIANS moving down main street, checking the atmosphere with their equipment.

126 A YELLOW-SUITED TECH

126

kneels beside the pavement, taking soil samples from the dirt. Behind him, other TECHS enter houses and stores, waving detecting gear...

127 EXT. SCHOOLYARD - AS JILL

127

comes out toward the road.

She watches the unending column of vehicles ROAR past. Her face is gripped with fear. She looks up and down the road for some sign of Frank's truck.

JILL
God, FRANK!

CAMERA MOVES IN on her face, as we...

CUT TO:

128 CLOSEUP - JILL

128

is dressed in black. She is pale, drawn, emotionally drained. Sunlight plays across her face, as we HEAR:

(CONTINUED)

128 CONTINUED:

128

REVEREND GEORGE (V.O.)
 ... cut short, without warning
 or apparent purpose. We
 search about us for a reason,
 and find none.

129 EXT. MIDWICH CEMETARY - DAY

129

On a bluff overlooking the Pacific ocean and the Great Beach stretching for miles into the distance, under a bright autumn sun, the stiff wind swirls the coats of the MOURNERS. Reverend George stands in front of 3 open graves, one of them Frank's.

REVEREND GEORGE (CONT'D)

We have become accustomed to the power of science, so when we were struck down we turned to science and asked: "Why?". But it could not answer -- so now we turn our eyes toward heaven and seek our comfort from God's infinite mercy...

TIME CUT:

130 JILL

130

walks out of the cemetery with Callie through the throng of Midwich RESIDENTS, to her car parked in a long line on the thin, winding road beyond.

131 ALAN AND BARBARA

131

pass through a gauntlet of TV NEWS CREWS before they reach their station wagon. In the b.g., SEE a CROWD of ONLOOKERS drawn by the media splash -- including a SWEET OLD GRANDMOTHER holding up a large sign: 'John 3:3'.

132 SUSAN ZERNER

132

elegantly dressed in black, confronts REPORTERS and a bank of mikes, cameras and lights.

(CONTINUED)

132 CONTINUED:

132

SUSAN

The deaths were all indirect results, as far as we can determine. Tests on plant life, subterranean and surface water haven't turned up any chemical or biological changes.

(beat)

We've established that whatever it was, was static, invisible, odorless, immediate in effect on at least mammals, reptiles, birds and insects. Other than that... the cause is unknown at this time.

133 INT. JILL'S HOUSE - DAY

133

Jill navigates slowly through the house which is packed with FRIENDS, past casseroles and cooked turkeys on the dining room table.

134 THE FRONT DOOR

134

as Callie opens it, and Alan and Barbara ENTER, still dressed for the funeral. As Callie begins a whispered conversation with Barbara, CAMERA MOVES IN on Alan's face as he watches...

135 ALAN'S POV - THE SCENE

135

is MUTED, except for disconnected BITS of CONDOLENCES, OFFERS OF HELP. SEE the strain on Jill's face as she tries putting her guests at ease.

SLOW DISSOLVE:

136 ONE HOUR LATER - JILL'S HOUSE - DAY

136

The furniture has been moved back, the food put away. Afternoon shadows fill the room. Jill sits at the piano. She looks totally alone. Unconsciously, she runs her fingers down her arm, much the same way Frank used to do...

137 ALAN, BARBARA AND CALLIE

137

quietly ENTER from the kitchen...

CALLIE

Food's wrapped and stashed
in the fridge.Jill doesn't look up. Barbara moves to her, gives her
a hug, as Alan gathers up their coats.

BARBARA

Please call us if you need
anything.

No response.

Alan and Barbara nod a silent goodbye to Callie, then
let themselves out the front door.

138 JILL'S HANDS

138

seem to move on their own to the keyboard. She begins
to play a SIMPLE, HAUNTING MELODY.

139 FINALLY CALLIE

139

grabs her coat, pauses to say something more, decides
not to, leaves...

140 EXT. MIDWICH MAIN STREET - CLINIC - DAY

140

Alan and Susan emerge from the Midwich clinic's
entrance. CAMERA MOVES WITH them as Alan escorts
Susan to her rental car. Behind them, the convoy of
TECHNICIANS, vans and trucks RUMBLE by out of town.

ALAN

Ever hear of Charles Fort?

Susan shakes her head, lights a cigarette as a cold wind
picks up.

ALAN (CONT'D)

He wrote "The Book of the
Damned". About things nobody
has been able to explain:
frogs falling from the sky,
red snow, blue rain...

(CONTINUED)

140 CONTINUED:

140

SUSAN

Are you suggesting I read
him?

ALAN

Not exactly. I am suggesting
that sometimes mysteries
don't get solved.

SUSAN

(takes a drag)
Reverend George says "Act of
God".

ALAN

Could be.

SUSAN

(beat)

I want to ask you a favor.
Suppose you keep an eye on
Midwich for me.

(reaches into
her purse)

If something comes up,
anything... unusual, out
of the ordinary...

(takes out
a card)

... call me.

(hands him
the card)

By the way, I suggest you
read Sir Arthur Conan Doyle.

(opens her
car door)

As Sherlock Holmes once said:
"When you've eliminated the
impossible, whatever remains --
however improbably -- must be
the truth".

Susan gets into her car, and Alan watches her pull out
into the traffic that is RUMBLING down main street...

141 EXT. JILL'S HOUSE - DUSK

141

A cold, brisk evening. Jill, in an old parka, walks
to the mailbox, checks it, walks back toward the house.
She stops, looks over at Frank's workshed... and she
unconsciously runs her fingers slowly down her arm.

142 INT. FRANK'S WORKSHED - DUSK

142

Jill ENTERS for the first time since Frank's death. She turns on the lights and looks around. Her face is blank with grief. Then slowly, deliberately, Jill walks around the room and begins covering and unplugging all of Frank's tools.

DISSOLVE TO:

143 INT. CHURCH - MORNING - WEEKS LATER

143

Early morning light filters through the windows. A rear door opens and Reverend George ENTERS with a load of hymnals under both arms. He starts toward the choir loft, then senses something, stops, squints toward the rear pews.

144 MELANIE ROBERTS

144

the 15-year-old, trembling badly, sits in the next-to-last pew, her face twisted with misery and fear.

145 REVEREND GEORGE

145

drops the hymnals on a table and hurries to Melanie, sits down beside her.

REVEREND GEORGE

Melanie?

(beat)

What's the matter?

Melanie just shakes her head. Her eyes are red and puffy.

REVEREND GEORGE (CONT'D)

Maybe I can help.

MELANIE

No, you can't.

(sobs)

You can't!

146 INT. ALAN'S OFFICE - MIDWICH CLINIC - DAY

146

Alan, grim-faced, sits behind his desk facing a very distraught Callie Blum.

(CONTINUED)

31.

146 CONTINUED:

146

CALLIE

You made a mistake, do it
again. My God!

ALAN

(calming)

There's no problem in running
another test, Callie.

CALLIE

I've felt like this before
in the morning -- it's just
some kind of bug...

147 INT. BLUM HOUSE - NIGHT - CLOSE ON A CAKE

147

inscribed "Welcome Home Ben". Beside it a small group
of wrapped presents.

CAMERA PULLS BACK AND TILTS UP to show the face of BEN
BLUM, 30s, Callie's husband, his eyes brooding. Behind
him, Jill carries a brand new camera and case. The
house is filled with streamers and decorations. FRIENDS
stand around CHATTING. OVERLAPPING DIALOGUE.

JILL

(calls out)

Callie -- it's fantastic.
Automatic focus, zoom lens.

Jill holds the camera up to her eye.

148 JILL'S POV THRU VIEWFINDER - CALLIE

148

comes in from the kitchen carrying a tray of food. ZOOM
IN on her face -- her eyes are downcast, her expression
strained.

JILL (V.O. CONT'D)

Callie -- look up and smile!

149 CALLIE

149

does not turn her head. She sets the tray of food down
in front of Ben.

150 EILEEN AND HAROLD MOORE

150

30s, other friends of Ben and Callie, sit on a sofa sipping wine.

EILEEN

So, Ben -- after a year in Japan did you ever think you'd have to get used to --

151 BEN

151

gets abruptly to his feet, grabs his jacket from the back of the chair, stamps out of the room.

152 CALLIE

152

stares after him for a moment, then bursts into tears, runs out of the room.

153 INT. SCHOOL - DAY

153

CAMERA MOVES WITH Jill down a long hallway covered with colorful signs, paintings, school projects, notices. SINGING from a classroom at the far end grows LOUDER.

Jill carries a box of supplies when suddenly she pales -- sags against the wall and brings her hand over her mouth and begins to RETCH.

154 INT. CHAFFEE'S STUDY - DAY

154

Alan sits in his favorite overstuffed chair, looking over various patient's charts, a disturbed look on his face -- as Barbara ENTERS in b.g. She stands for a moment silently contemplating her husband who is unaware of her entrance.

BARBARA

(softly)

Hello, Doc.

Barbara crosses to him. Intent on his work, Alan has not heard her.

BARBARA (CONT'D)

I said hello.

(CONTINUED)

154

CONTINUED:

154

Alan suddenly becomes aware of her, stands up with a quick smile...

ALAN

Sorry. How long were you there?

BARBARA

Ages.

ALAN

Liar.

Alan kisses her. As they separate, Barbara's eyes glisten and her smile is radiant.

ALAN (CONT'D)

(beat)

Why did you kiss me like that?

155

INT. CHAFFEE BEDROOM - DAY - CLOSE ON A BOX

155

place carefully on the bed. It's a home pregnancy kit. Next to the box is a card with a ribbon on it. It reads: 'To Dad From Mom'.

CAMERA TILTS UP to REVEAL Alan as he picks up the pregnancy kit, Barbara standing behind him.

BARBARA

I wanted to know first, Doc.

(beat)

I'm supposed to know first, right? Then I tell you.

Then you...

ALAN

(indicates the pregnancy kit)

These are unreliable.

BARBARA

That's why I went to see Dr. Stegman at the clinic, just to be sure.

Barbara picks up the card, hands it to Alan...

BARBARA (CONT'D)

Aren't you going to open it?

(CONTINUED)

155 CONTINUED:

155

Alan stares at her with a look of disbelief.

BARBARA (CONT'D)
(confused by his
reaction)

Alan?

Alan puts his arms around her, holds her, and WE SEE the expression on his face that she cannot. Alan is afraid...

156 BLACK SCREEN

156

The RING of a DOORBELL. A beat, and then the black (the INTERIOR of a front door in a dark hall) is pulled open REVEALING...

157 ALAN - EXT. JILL'S HOUSE - DAY

157

Alan looks tense as Jill STEPS INTO FRAME.

JILL

Hi.

ALAN
Hi... Can I talk to you a minute?

158 INT. JILL'S HOUSE - DAY

158

In the living room, by the piano...

ALAN
Everything was positive.
You're going to have a baby.

Jill's eyes start to well with tears...

JILL
We'd been trying to get pregnant.
(beat)
I just put on some coffee.
Would you like...?

(CONTINUED)

158 CONTINUED:

158

ALAN

I wanted to tell you something before you heard it from anyone else.

(Jill doesn't move)

There's been a sudden wave of pregnancies, much more than...

(hurried)

... than could normally be expected.

JILL

What are you talking about?
How many?

ALAN

(beat)

19, 20...

JILL

My God...

ALAN

Almost every female in Midwich who can bear a child.

Jill slumps onto the couch.

ALAN (CONT'D)

Barbara's pregnant too.

JILL

Is she...?

(softly)

Is there something wrong with my baby?

ALAN

There is nothing to indicate that, no.

JILL

Stop talking like a doctor.

ALAN

You're a normal, healthy woman who's been trying to conceive.

(CONTINUED)

158 CONTINUED: (2)

158

Alan and Jill look at each other, then his gaze seems to drop imperceptibly.

ALAN (CONT'D)

(long beat)

But all the pregnancies seem to date from the day of the blackout.

159 EXT. SCHOOL - NIGHT

159

It looks like the entire ADULT POPULATION of Midwich is walking across the schoolyard and heading up the stairs. They're silent -- they hardly look at each other.

161 INT. SCHOOL HALLWAY - NIGHT

161

The villagers walk quietly past the brightly decorated walls. A series of colorful posters depict Thanksgiving scenes.

Reverend George almost seems to be holding up Sarah as they walk. She is pale and occasionally talks in brief sentences under her breath. Reverend George leans over and SPEAKS to her in a LOW VOICE, trying to calm her.

162 INT. SCHOOL AUDITORIUM - NIGHT

162

PEOPLE fill all the seats and stand against the back wall.

163 SUSAN ZERNER

163

is on the podium with Jill and Alan in front of an American flag. They CONFER quietly, and then Jill steps to center stage. The LOW BUZZ of the crowd quickly stops. Someone in the back COUGHS.

JILL

I'm pregnant.

(beat)

And so is almost every woman in this town capable of conceiving.

164 MELANIE ROBERTS

164

buries her face in her hands.

165 CALLIE BLUM

165

sits woodenly, unconsciously touching her stomach.

166 BEN BLUM

166

stands grimly against the back wall, staring.

167 BARBARA

167

sits in the audience, makes eye contact with Alan, tries for a smile.

168 JILL

168

JILL (CONT'D)

Some of us feel humiliated.
Part of why we're together
tonight is to understand --
there is no reason for shame.

(beat)

What I think many of us are
experiencing now is panic. We're
afraid because we don't know
what has happened or why. This
meeting wasn't called to give
us those answers -- because we
don't have them yet.

(beat)

We're here to listen to some
information -- as each of us
reaches our own decisions on
what to do.

(beat)

Dr. Susan Zerner has flown in
from --

169 SARAH

169

rises from her seat. Her voice is a soft monotone.

SARAH

I have been barren.

REVEREND GEORGE

(jumps to his feet)

Sarah!

(CONTINUED)

169 CONTINUED:

169

SARAH

... like Sarah in the Old Testament. And like her, I have prayed to God for a child to give my husband...

REVEREND GEORGE

(trembling whisper)

Sarah...

SARAH

He has heard me, for I am with child, my Issac. Let us offer a prayer of Thanksgiving.

Reverend George has his arm around Sarah's shoulders and gently guides her toward the doorway...

SARAH (CONT'D)

Dear Heavenly Father, we --

HEAR Sarah begin to SOB as he helps her out and shuts the large metal door behind them.

170 JILL

170

is clearly moved by Sarah's breakdown, fighting to remain in control as she stands in front of the hushed room, the CLANG of the shut door ECHOING like a gunshot.

JILL

(deep breath)

Dr. Zerner is here to try to answer any questions we may --

A MAN suddenly rises.

MAN

This is all 'cause of the blackout, ain't it?

JILL

We don't --

MAN

Why don't you just come out and say so?

(CONTINUED)

170 CONTINUED:

170

Susan Zerner rises.

SUSAN

We can't prove it at this point for every single case, but yes, that would be an obvious assumption.

(beat)

What I can --

WOMAN 1

They're all gonna be deformed!

MAN

That's what everyone's saying!

171 ALAN

171

quickly gets to his feet...

ALAN

That's just not true.

(beat; silence
in auditorium)

Barbara and I are pregnant. I know how you feel, I know what some of you have been thinking...

(beat)

But there's going to be more testing, more sophisticated testing -- that's part of what Dr. Zerner's going to tell you. And I repeat what I've told you individually: standard tests have not turned up any abnormalities. Not one.

172 SUSAN

172

pours a glass of water from a pitcher.

SUSAN

It will come down to individual decisions. You're confronted with issues that are the most intimate, most personal imaginable.

(MORE)

(CONTINUED)

172 CONTINUED:

172

SUSAN (CONT'D)

(drinks water)

However, because your pregnancies have attracted intense scientific interest, including the National Institutes of Health and National Science Foundation...

(beat)

... those electing to have their child will have all prenatal care paid for, and will receive a \$3,000 monthly stipend if they allow their child to be examined and tested on some kind of regular basis.

A LOUD BUZZ erupts.

SUSAN (CONT'D)

The stipends will be issued under NSF regulations for classified research. In plain English, if any word of this leaks out, the checks stop. This is for your protection and your child's -- as well as the government's.

LOUDER BUZZ. WOMAN 2 stands.

WOMAN 2

How d'you expect to keep the media from finding out?

ZERNER

Most got what they came for -- crash-and-burn video. The story here is over for them: just one of those quirky accidents...

(beat)

And if any do start checking back, I'll be the one they'll call.

A GRIZZLED MIDDLE-AGED MAN stands.

MIDDLE-AGED MAN

Is that \$3,000 a family? What if both your wife and daughter have kids?

(CONTINUED)

172 CONTINUED: (2)

172

SUSAN
In that case, it would be
\$6,000.

The man noticeably brightens, sits back down between his somber WIFE and daughter -- 15-year-old Melanie.

SUSAN (CONT'D)
I don't want anyone to interpret the stipend as some kind of pressure. Whoever decides to terminate, her pregnancy can, of course, do so privately -- or, if financially unable, a medical team will be brought in next week.

173 EXT. SCHOOL - AN HOUR LATER

173

The meeting is over. People are streaming out of the school. While no longer silent, they speak in HUSHED VOICES in small groups.

174 JILL

174

EXITS and sees Callie standing alone...

JILL
(approaching
softly)
You OK?

Weeping, Callie shakes her head solemnly from side to side. Jill embraces her.

CALLIE
Ben's moving out.

JILL
Oh no, Callie...

CALLIE
He won't listen, won't believe me.

Callie SOBS, Jill holding her.

(CONTINUED)

174 CONTINUED:

174

JILL
Do you want me to talk to
him?

CALLIE
It won't do any good.
(wipes her
eyes)
What're you going to do?

JILL
I don't know.

175 ALAN AND SUSAN

175

stand talking next to her rental car. She's smoking...

SUSAN
My only interest is in pure
research. You'll run the
clinic program and be listed
as co-author on all the papers.

ALAN
Congratulations.
(she stares at
him)
You bought 'em off.

SUSAN
What's happening here is
extraordinary!

ALAN
What's happening is people's
lives are being ripped apart.
(beat)
I just want you to be clear:
I'm their doctor. Your
research is important --
but my first priority is
their health -- and their
children's -- my child's...

SUSAN
Of course.
(beat, as they
stare)
One doesn't preclude the
other.

(CONTINUED)

175 CONTINUED:

175

ALAN
Have a good flight.

176 HIGH ANGLE - THE SCHOOL - NIGHT

176

Cars begin to pour out of the parking lot.

177 INT. STATION WAGON - NIGHT - MOVING

177

Alan drives in silence. Barbara slides over across the seat and snuggles herself close against him.

ALAN
Do you want to keep the baby?

BARBARA
(beat)
Whose baby is it?
(no response)
Yours?

Alan reaches out to her and they hold hands -- their fingers intertwining as if to support the other against the forces whirling around them.

178 BLACK SCREEN

178

Somewhere in the distance, HEAR CHILDREN LAUGHING. Then a door suddenly opens...

179 EXT. FIELD - DAY - A DREAM

179

The glow of a golden sun blinds us for a moment, until we find ourselves MOVING THROUGH a field of tall grass blowing in a strong wind. The CHILDREN'S LAUGHTER is LOUDER. CAMERA PANS to find Jill walking through the field, approaching a GROUP OF PREGNANT WOMEN from Midwich, all linking hands, standing in a circle. Jill joins the circle.

180 INT. CALLIE'S BEDROOM - NIGHT

180

Alone in her bed, Callie tosses in a troubled sleep.

181 THE DREAM

181

SEE Jill from Callie's POV in the same dream. Jill has just joined the circle. All the women smile. A wind blows their loose-fitting dresses about their swollen stomachs.

182 INT. CHAFFEE BEDROOM - NIGHT

182

Barbara tosses in a fevered sleep, Alan next to her oblivious.

183 THE DREAM

183

The group of women (Barbara's POV) in the same dream. SEE Jill and Callie holding hands. PAN AROUND the circle of smiling, pregnant Midwich women. They all look down...

184 IN THE CENTER OF THE CIRCLE

184

low in the tall grass, is an ant hill, and as CAMERA MOVES CLOSE, SEE millions upon millions of Driver ants swarming over the carcass of a bird, stripping it, ripping feathers, flesh, its eyes...

185 THE WOMEN

185

as, all at once, the sun darkens above them. They look up...

186 DREAM POV - SOMETHING BLACK AND ROUND

186

eclipses the sun, and the halation, the rim of the eclipse, flares, burning into our eyes with a HISSING ROAR.

187 INT. JILL'S BEDROOM - NIGHT

187

Jill sits straight up, eyes wide open, face drenched in sweat, breathing hard. She reaches over to her night table and knocks over her clock-radio as she fumbles to turn on the table lamp.

188 EXT. MIDWICH - WIDE SHOT - NIGHT

188

Same as the OPENING SHOT, as lights turn on in a dozen bedrooms all over town.

189 EXT. MAIN STREET - MIDWICH CLINIC - DAY

189

Ben Blum, Reverend George and a FEW OTHER MEN stand watching trucks being unloaded by MEDICAL TECHNICIANS who haul equipment into the clinic.

190 INT. CLINIC - DAY

190

White-jacketed DOCTORS and NURSES -- the medical team brought in for the abortions -- are standing around with nothing to do. In the b.g., through an open door, SEE a bed outfitted with stirrups. Most of the medical team read magazines. A NURSE looks at another and shrugs.

Susan ENTERS in her white lab coat, smoking a cigarette. DOCTOR 1 looks up from his magazine as she walks by.

DOCTOR 1
What's going on, Doctor?

SUSAN
Nothing.

(a smile)
They apparently decided to
keep their babies.

DOCTOR 1
All of them?

SUSAN
Apparently.

DOCTOR 1
Why?

SUSAN
(long drag)
That's a very good question.

191 INT. ALAN'S OFFICE - CLINIC - DAY - WEEKS LATER

191

Jill, clearly tense, sits in front of a desk. Alan ENTERS, his face buried in a folder. He finally glances up...

ALAN
Hi. How're you feeling
since the last time?

JILL
A little more fatigued -- but
I'm fine.

(CONTINUED)

191 CONTINUED:

191

ALAN
 Your tests are all good.

Jill doesn't respond.

ALAN (CONT'D)
 You forgot your Social
 Security number. They need
 it for the stiped...

JILL
 I don't want it.

ALAN
 (neutral)
 OK...

JILL
 The baby's Frank's! I know
 it is!
 (tears begin)
 And I'm not gonna take money
 for having it!

Jill starts to SOB. Alan gets off the desk and puts his arm around her shoulder...

JILL (CONT'D)
 God, I'm so scared...

192 CLOSE - ULTRA-SOUND PHOTOGRAPH

192

of a human embryo of seven months. HOLD.

SUSAN (V.O.)
 Looks perfectly formed.

193 INT. SUSAN'S OFFICE - CLINIC - DAY

193

Barbara holds the photo, stares at it. There are 20 others pinned on a wall, with the names of the mothers below each. Alan stands nearby.

BARBARA
 It's normal?

SUSAN
 It's more than normal. It's
 like a 7-month embryo --
 after 5 months.

(CONTINUED)

193 CONTINUED:

193

Alan puts his arms around Barbara. Both are clearly relieved...

Susan fades back from the couple, watches them embrace, kiss... We can't quite read her expression -- envy, perhaps...

ALAN
I'll be home after 5.
(kisses her;
she leaves)

SUSAN
Can I see you a moment,
Alan?

194 CLOSE - AN ULTRA-SOUND PHOTO LABELLED 'ROBERTS'.

The image of the embryo is blurred, fuzzy, indistinct.

SUSAN (V.O.)
It's the Melanie Roberts baby.

195 ALAN AND SUSAN

195

are alone. Alan stares at the photo as Susan digs into her lab coat for a cigarette pack...

ALAN
Out of focus...?

SUSAN
It's our 8th try. Each one
comes out the same.

Susan opens a desk drawer, comes out with 7 other photos that look identical to the one on the wall...

ALAN
Maybe there's tissue covering
the fetus...?

SUSAN
Wouldn't effect the sharpness
of the image. For some reason,
sound waves are just not able
to penetrate. It's as if --
they slide off, around the
fetus.

(CONTINUED)

195 CONTINUED:

195

ALAN
I don't get it.

SUSAN
Nor do I.

196 INT. JILL'S HOUSE - DAY - LATE DECEMBER

196

Jill is playing the piano. There's a Christmas tree in the corner, fire in the stone fireplace.

We recognize the MELODY: it's the same haunting piece Jill played on the day of Frank's funeral.

The SONG CONTINUES OVER:

197 A MONTAGE OF JILL'S PREGNANCY

197

QUICK CUTS of her advancing abdomen as she...

... works in the kindergarten classroom...

... buys groceries, where EVERY OTHER SHOPPER and the CHECKOUT CLERK have huge stomachs...

... takes a Lamaze class in the school auditorium with 19 other WOMEN (with their HUSBANDS/FATHERS/MOTHERS). SEE Alan and Barbara, Callie with a FEMALE FRIEND as her partner, Reverend George and Sarah...

... stands in front of her bedroom mirror and stares, tense and fearful, at her abdomen. The PIANO MELODY ENDS as we...

CUT TO:

198 EXT. ARMY BASE - NIGHT

198

Just outside town limits. An empty guard post, dark silent barracks. The wind is picking up.

199 ON THE HEADQUARTERS BUILDING

199

is a large insignia of crossed missiles. The motto underneath, faded and missing a couple of letters, reads: "Home of the Peacekeepers".

200 MUNITIONS BARRACKS

200

A large, low building near the chain link fence that divides the base from the forest beyond. The barracks are lit by a ring of sodium vapor lights on stands. A fresh coat of paint covers the building.

HEAR the faint SOUND of an APPROACHING CAR...

201 ROAD TO MUNITIONS BARRACKS

201

A pair of headlights tops the distant ridge.

In a beat, SEE more headlights, HEAR OTHER ENGINES of approaching cars, trucks and vans as their lights rake the night, all converging on the munitions barracks. It looks like the entire village is descending.

202 INT. MUNITIONS BARRACKS - DELIVERY AREA - NIGHT

202

CAMERA MOVES PAST a long row of curtained-off delivery tables. SEE WOMEN/GIRLS and their HUSBANDS/MOTHERS/FRIENDS (some whom we recognize) in heavy labor.

CAMERA STOPS at the last curtained-off cubicle, where 2 NURSES are attending to a woman in late labor.

NURSE 1

You're doing great, mom --
keep up the shallow
breathing. Beautiful.
Now push. Again.

203 AS THE NURSE

203

leans over to wipe her face, SEE that it is Jill -- eyes wide, tense, forcing a smile.

NURSE 1 (CONT'D)

Good, again.

After a reassuring smile to Jill, Nurse 1 trades a quick glance with Nurse 2 -- something they see? Something wrong -- or just routine. We can't tell.

NURSE 2

(checking monitor)

Get ready for a contraction.

(CONTINUED)

203 CONTINUED:

203

Jill braces herself for the pain...

NURSE 1
Start your breathing!

Jill begins quick, shallow breathing...

204 BARBARA

204

is in another cubicle, breathing just like Jill. She emits a GASP and a MOAN as the contractions hit her. Alan and NURSE 3 hover around her...

ALAN
We're almost there. You're doing great, baby.

BARBARA
Can you see her, Doc?

ALAN
Not yet.

Barbara's face suddenly contorts...

NURSE 3
Start breathing!

205 ANOTHER CUBICLE - CALLIE

205

as her face twists with pain...

NURSE 4 (O.S.)
Breathe!

206 ANOTHER CUBICLE - SARAH

206

in pain, breathing like a marathon runner, Reverend George above her...

REVEREND GEORGE
Push, Sarah. Push.

207 ANOTHER CUBICLE - MELANIE ROBERTS

207

in intense pain. A PHYSICIAN turns to Susan...

(CONTINUED)

207 CONTINUED:

207

PHYSICIAN
We got a problem.

Immediately Susan moves forward, pushes the Physician out of the way...

SUSAN
I'm taking over.
(to the Nurses)
Intensive care. Now!

As the Nurses and Susan begin scrambling to move Melanie out of her cubicle...

208 ANOTHER CUBICLE - BARBARA

208

pushes as hard as she can. Nurse 3 wipes her face with a wet cloth.

ALAN
Almost there. Push. Hard!

A LONG, LOUD MOAN as Barbara pushes with all her strength.

SEE a sudden movement on the other side of the sheets. Then, for a beat, nothing.

Suddenly Alan stands up so we can SEE him over Barbara's draped knees. His smile is enormous, as he holds up a large, healthy-looking BABY GIRL, her face wrinkled and scrunched, backlit by the bright lights...

BARBARA
My God, she's so beautiful!

209 JILL

209

at the same moment, drenched in sweat, stares in wonder...

... as Nurse 1 holds a BABY BOY above her, then gently hands the child to Jill.

NURSE 1
(grinning)
Here -- would you hold him
for me, mom?

(CONTINUED)

209 CONTINUED:

209

Jill takes the boy in her arms. Tears run down Jill's face. She holds the boy to her, cradling him, loving him...

210 CALLIE

210

holds her beautiful BABY GIRL, as suddenly Ben appears beside her, stares at the baby for several beats, then reaches out his hand and caresses his wife and child...

CALLIE

Oh Ben...

211 INT. HALLWAY - BARRACKS - NIGHT

211

NURSE 5 pushes a portable respirator, races down the crowded corridor, weaving around women on gurneys being rushed into delivery cubicles.

212 INT. INTENSIVE CARE ROOM - BARRACKS - NIGHT

212

Susan works feverishly under the sheets between Melanie Roberts legs. Melanie's face is racked with pain. Her eyes stare listlessly at the ceiling. The Physician stands nearby, as Nurse 5 and the respirator burst through the door...

SUSAN

Hook up the respirator. 5
ccs of adrenaline.

Nurse 5 moves to plug in the respirator, as the Physician hurriedly removes a bottle and syringe from the shelf and begins to load it...

SUSAN (CONT'D)

The umbilical cord is wrapped
around the neck!

MOVE IN CLOSE on Susan's face as she pulls at Melanie's baby o.s. She strains with all her might...

SUSAN (CONT'D)

C'mon, c'mon...

Suddenly the baby moves o.s., and Susan yanks it out of the birth canal, looks down...

(CONTINUED)

212 CONTINUED:

212

... and an expression of stunned horror comes over her face!

She's frozen -- but only for a second, as she quickly regains her composure, grabs a towel, wraps it around the baby (still o.s.)... Susan is the only one to have actually seen the baby, including US...

SUSAN (CONT'D)

It's dead.

Ignoring this, Nurse 5 pushes the respirator and the Physician approaches with a syringe...

SUSAN (CONT'D)

It's over.

(beat)

Stop!

Nurse 5 and the Physician freeze, stare at Susan...

... who carefully wraps another towel around the baby's body...

SUSAN (CONT'D)

(indicates Melanie)

Take care of her.

As Susan crosses to the door, the Physician moves to Melanie, who is semi-conscious, eyes unfocused, face slick with perspiration...

213 EXT. HALLWAY

213

Exhausted, Reverend George steps out of Sarah's cubicle. Ben Blum stands nearby, and for a BEAT they look at each other. Finally Reverend George moves to Ben, extends his hand...

REVEREND GEORGE

Congratulations, Ben...

A BEAT, and then Ben takes his hand, and the two men embrace each other -- as Reverend George sees...

214 POV - SUSAN

214

carrying something in her arms, ducking out a door at the end of the hall...

215 EXT. MUNITIONS BARRACKS

215

CAMERA MOVES WITH Susan carrying the wrapped body past the ring of lights, into darkness, toward a nondescript van parked near the chain link fence. Susan opens the rear door, climbs inside, SLAMS the door behind her...

216 EXT. FRONT OF MUNITIONS BARRACKS - AN HOUR LATER

216

Several cars are leaving. Relieved, people stand in groups, TALKING, LAUGHING. Susan approaches a grinning Alan who slaps someone on the back...

SUSAN

We lost the Roberts baby.

ALAN

Melanie's?

SUSAN

Sudden respiratory failure.
Asphyxiation by the umbilical cord.

Abruptly Susan heads off for the front door, as news of the baby's death spreads through the group...

217 INT. HALLWAY

217

Melanie is wheeled out of intensive care and down the hallway by Nurse 5. She is barely conscious. Her father hovers nearby, Reverend George comforts her.

As Susan passes them, Reverend George pulls her aside.

REVEREND GEORGE

Where did you take the baby?

(no response)

I saw you take Melanie's baby outside there...

(points to the door)

SUSAN

(sotto voce)

I set up a pathology lab in a van -- just in case. I wanted to keep the mothers from seeing it...

Before Reverend George can respond, Susan is off down the hall, entering intensive care...

218 INT. INTENSIVE CARE

218

Susan approaches the Physician sitting motionless on the edge of an examining table.

PHYSICIAN

You made no attempt to save the child's life.

SUSAN

(scrutinizes him)

I'm relieving you of any further involvement in this project. We'll continue paying your full salary to you as long as the research continues...

(beat)

... which should be for many years, Doctor.

PHYSICIAN

Why were you so wired to get hold of a specimen?

SUSAN

(evenly)

I'm doing what I think is right for the project.

PHYSICIAN

What about what was right for that baby?

Susan turns from the Physician, starts out of the room...

PHYSICIAN (CONT'D)

I'm going to report you, Doctor.

(door SLAMS)

219 INT. NURSERY - BARRACKS - NIGHT

219

It's quiet now.

20 bassinets -- 4 rows of 5 -- fill the room. Through a window, SEE 2 ON-DUTY NURSES chatting in the next room over coffee.

HOLD.

(CONTINUED)

219 CONTINUED:

219

The bassinets are filled with sleeping infants. CAMERA MOVES IN CLOSE on one bassinet. Almost immediately, there is a slight STIRRING, a a little hand with a blue wristband reading: 'MCGEE, BOY' reaches up and grabs the side of the bassinet.

His other hand grabs the side, and after a short struggle this 1-hour-old infant pulls himself to a standing position! His eyes are closed.

220 CLOSE - INFANT (DAVID)

220

Slowly, his eyes open. There is no iris, only a deep black pupil. The eyes pan over the room, to a window...

221 THRU THE WINDOW

221

Beyond the lights, SEE the van that Susan entered with the Roberts baby...

222 THE NURSERY

222

In a beat, other little arms appear, and soon all the babies (10 with blue wristbands, 9 with pink wristbands) are staring over the tops of their bassinets. Each of their eyes open, and each are the same: dead black, no iris. They are completely silent.

223 EXT. MIDWICH CLINIC - REAR ENTRANCE - NIGHT

223

Susan pulls up to the rear entrance of the clinic in her car. She gets out, carries an infant's body bag filled with the Roberts baby into the clinic's rear door...

224 INT. CLINIC HALLWAY - NIGHT

224

Susan unlocks a door, turns on a light, and starts down the wooden stairs leading to the clinic's basement. WE HOLD on the doorway as she disappears below...

DISSOLVE TO:

225 EXT. WHITE WOODEN CHURCH - DAY - 4 MONTHS LATER

225

SEE several cars and pickups parked around the church.

- 226 INT. WHITE WOODEN CHURCH - DAY 226
- A christening ceremony. The Children's families watch as Reverend George christens several of the babies. Alan and Barbara are there, as are Callie and Ben Blum, Sarah, and Jill...
- REVEREND GEORGE
- They will now pass their
lives bathed in the same
love as the little children
who flocked to our Savior
in Galilee.
- 227 EXT. MCGEE HOUSE - DAY 227
- That HAUNTING PIANO MELODY comes from Jill's house.
- 228 INT. MCGEE HOUSE - DAY 228
- Jill sits at the piano, playing the MELODY. CAMERA MOVES FROM her to 4-month-old DAVID lying in his crib.
- 229 CLOSE - DAVID 229
- as he stares emotionlessly at his mother with his cobalt eyes, watching her hands move gently over the piano keys.
- 230 INSERT - THRU THE LENS OF A MICROSCOPE 230
- SEE an object on a glass slide. It appears long, tubular.
- SUSAN (V.O.)
- It's a section of hair.
- 231 INT. CLINIC - SUSAN'S OFFICE - DAY 231
- Alan bends over a microscope, Susan watching.
- SUSAN (CONT'D)
- Almost flat on one side.
On the other is an arc,
like the shape of a narrow
capital D.
- (beat)
- Even the texture feels...
I don't know, unusually
soft.

(CONTINUED)

231 CONTINUED:

231

ALAN
 (straightens up)
 You've noticed their nails?

SUSAN
 (nods)
 Narrower than normal, covering
 less of the upper surface of
 the digit.

ALAN
 Anything in the blood tests?

SUSAN
 (shakes her head)
 Too early.

ALAN
 (beat)
 Common genetic characteristics --
 almost as if they were siblings
 of the same parent.

Susan turns from him, looks out the window, lights a cigarette.

ALAN (CONT'D)
 Any conclusions?

SUSAN
 (covering)
 Not yet.

232 INT. JILL'S HOUSE - DAY - 3 MONTHS LATER

232

Jill watches David, now about 7 months old. He is a beautiful golden-haired, black-eyed child. He plays with some wooden letter blocks on the floor.

CAMERA MOVES IN on David, totally absorbed by what he ..
 is doing.

233 JILL

233

leans forward, watches him...

234 CLOSE - DAVID'S HANDS

234

fit together the letter blocks, spelling "DAVID".

235 JILL

235

astonished...

JILL
 David, that's wonderful!
 (rises, moves
 to him)
 You can spell your name!
 (takes him
 in her arms)
 How can you spell your name,
 sweetheart? Huh?
 (swings him around,
 as if they are
 waltzing)
 How can Mommie's boy spell
 his name?

Each time David's face swings PAST CAMERA, SEE that his eyes are fixed on something o.s., maybe something across the room, or beyond...

236 INT. CLINIC - DAY - 2 MONTHS LATER

236

Susan and Alan stand in a corridor outside a 1-way window observing 9-month-old LILLY, who bears a striking resemblance to David: golden blonde hair, black eyes. Lilly sits in the examining room amid toys and games, but ignores them, instead staring fixedly at the wall.

In the corridor, Susan turns over a small wooden puzzle box, showing it to Alan.

SUSAN
 No visible means of opening
 it. But...

Susan presses the box, turns it, presses it again.

SUSAN (CONT'D)
 ... if you do this, then
 this...
 (another press;
 the box slides
 open)
 ... it comes open. Now...
 (closes the
 box)
 ... you try.

(CONTINUED)

236 CONTINUED:

236

Alan takes the box, presses one spot, tries to turn it -- it won't work. Now he tries another approach. This doesn't work. Then he does something else to it, and finally presses again -- nothing.

ALAN

I give up.

237 INT. EXAMINING ROOM - DAY

237

CAMERA MOVES IN to a CLOSEUP of Lilly. She looks up...

238 SUSAN

238

bends over to Lilly, gives the box to her. Lilly takes it, finds that it RATTLES, shakes it vigorously. Alan watches from the b.g., as Susan produces a piece of soft candy and trades it for the return of the box, still unopened. Lilly pops the candy into her mouth, chews it quietly.

Susan bends again, close to Lilly, and opens the trick box slowly, precisely, step by step, showing the little girl how to do it. As the box slides open, Susan takes out a second piece of candy for Lilly to see.

239 LILLY

239

reaches for the candy, but Susan drops it into the box, closes it swiftly, RATTLES it. Lilly reaches for the box. Susan lets her have it.

In a flash, Lilly opens the box, takes out the candy and eats it.

240 ALAN

240

is amazed.

241 INT. CLINIC WAITING ROOM - DAY

241

Callie sits frazzled and dejected with her little girl, JULIE, another blonde-haired, black-eyed child. Susan and Alan approach from a hallway.

(CONTINUED)

241 CONTINUED:

241

SUSAN
 (sotto voce)
 Now watch this...

Susan enters the waiting room.

SUSAN (CONT'D)
 Good morning, Callie. Julie,
 it's nice to see you.
 (beat)
 May I show you something?

Susan kneels down to Julie, takes out the trick box,
 hands it to Julie. With immediate assurance, Julie
 opens the box instantly, takes out the candy, puts
 it into her mouth...

242 ALAN

242

is dumbfounded.

ALAN
 But you didn't even show
 her how to do it.

SUSAN
 I didn't have to. If you
 demonstrate something to
 one of them, they all know
 it.

243 CALLIE'S EYES

243

flash nervously upon Julie...

244 INT. CHAFFEE KITCHEN - DAY - 3 MONTHS LATER

244

Barbara moves to the stove, close to a boiling pot,
 as a CRASH spins her around...

245 AT THE KITCHEN TABLE

245

MARA, Barbara and Alan's 1-year-old, golden hair and
 opaque eyes, sits glaring. An overturned bowl lies
 on the table, a pool of steaming hot soup growing...

246 BARBARA

246

reacts, starts toward Mara...

BARBARA

Sweetheart, was the soup
too hot? I forgot to check...

Barbara comes to a dead stop.

247 CLOSE - MARA

247

as she stares at her mother, a strange, intense look in
her eyes. Then her black eyes seem to change, as though
there is suddenly a piercing life somehow deep within
them.

248 BARBARA

248

seems to lose all control of the muscles in her face.
Her expression droops, sags.

249 EXT. CHAFFEE HOUSE - DAY

249

The station wagon pulls up in the driveway, and Alan
gets out, looking exhausted, starts for the door...

250 INT. CHAFFEE KITCHEN - CLOSE - MARA

250

staring, the smouldering force in her eyes growing more
intense...

251 BARBARA

251

with no expression on her face, slowly turns around,
steps back to the stove, and calmly reaches out her hand
toward the boiling pot of soup...

252 CLOSE - BARBARA'S HAND

252

as it strikes the boiling soup in the pot -- plunges
in, below the bubbling, turbulent surface.

253 BARBARA

253

SCREAMS in agony!

254 INT. CHAFFEE STUDY

254

Coming in the door, Alan reacts to the SCREAM, dashes into...

255 THE KITCHEN

255

where Barbara continues to hold her own hand in the boiling soup, continues to SCREAM... Alan bolts to her, pulls her away from the stove...

ALAN

Barbara!

Suddenly Barbara breaks free of him, reaches toward the pot again, shoves her hand down into the scalding soup again!

Alan grabs her arms, yanks her away, forces her over to the sink...

ALAN (CONT'D)

Barbara! BARBARA!

Barbara stares at him, dazed and confused, her raw, burned hand hanging limp...

ALAN (CONT'D)

What happened?! What're you...?

Barbara closes her eyes, shudders, begins to CRY, as Alan looks to...

256 CLOSE - MARA

256

staring back at him, her eyes hard and black. There is no emotion whatsoever on her face.

257 INT. EXAMINATION ROOM - CLINIC - NIGHT

257

Hooked to an i.v., her burned hand wrapped in gauze, Barbara lies in bed CRYING softly, Alan above her.

ALAN

Darling... what happened?
(no response)
Barbara?

CAMERA MOVES IN on Barbara's face. She stares o.s.

258 BARBARA'S POV - MARA

258

sitting quietly, her eyes meeting Barbara's eyes... emotionless -- or, subtly, perhaps not. Perhaps the emotion in Mara's eyes is... triumph.

FADE OUT.

259 BLACK SCREEN

259

SUPERIMPOSE:

6 YEARS LATER

And we HEAR OVER the title:

SCIENTIST 1 (V.O.)

I understand there are
some recent developments
at Midwich.

260 INT. CONFERENCE ROOM - NSA (NATIONAL SECURITY AGENCY) - 260
DAY

Susan gives her progress report to a panel of SCIENTISTS, ADVISORS, ADMINISTRATORS, but they are only shadowy figures as CAMERA SLOWLY PUSHES IN on her. Susan has changed very little in 6 years. Her eyes are hard, focused...

SUSAN

A series of casualties -- accidents, suicides -- in each case, after contact with the Children. But no direct physical violence was involved.

(beat)

Also, Dr. Alan Chaffee has formally resigned from the project, as of last week.

Susan gathers up her papers and shoves them into her briefcase...

SUSAN (CONT'D)

The opportunity to study the Children must take precedent over any other considerations.

(CONTINUED)

260 CONTINUED:

260

Susan looks at the panel, her eyes meeting theirs, her voice clear and precise...

SUSAN (CONT'D)

It is in the interest of national security that we continue to carefully monitor their developing powers. I ask for another year's grant.

DISSOLVE TO:

261 EXT. MIDWICH MAIN STREET - DAY

261

Something has changed. Midwich looks like a town almost dead. Grass sprouts through cracks in the street and sidewalk. Many stores are closed, boarded-up. Toby's Feed Barn is shuttered, the door covered with wooden planks. The tourist shops lie empty.

262 THE WHITE WOODEN CHURCH

262

is sun-baked, its paint peeling. The abandoned hulks of a couple cars sit by the side of the highway.

263 EXT. SCHOOLYARD - DAY

263

3 10-YEAR-OLDS, normal children, play quietly in the deserted schoolyard. The place looks abandoned, as if no one attends school any more. Jill emerges carrying her briefcase, walks across to the parking lot. She looks pretty but worn by the years inbetween, as if some kind of low-level virus has crept into her system, running it down... Jill stops by her car, gazes across the road...

264 JILL'S POV - 9 GOLDEN-HAIRED 7-YEAR-OLD CHILDREN

264

walk away from CAMERA, down the road into town...

265 JILL

265

watches them for a long beat -- something in her eyes -- fear?

266 THE CHILDREN

266

walk with a solemn, unhurried gait -- unsmiling, other-worldly. Their blonde hair is in stark contrast to their strange black eyes. The wind lifts their coats and skirts, but they don't seem to notice.

It appears as if they are walking in a prearranged order: MARA is the leader. She has a striking, angular face. Next to her is ROBERT, then JULIE and MATT, then ALEXIS and MICHAEL, LILLY and CASEY, SANDRA and JAMES, LAUREN and EDWARD, DOROTHY and ISAAC, ANNE and THEO, and NANCY and BRUNO. They are paired off, 9 girls, 9 boys. Only DAVID, who brings up the rear of the group, is alone. David is handsome, a somewhat gentler face, with a vast intelligence.

267 EXT. MIDWICH MAIN STREET - DAY - LONG LENS

267

Through the COMPRESSED IMAGE the Children move up the main street, past closed-up stores, a tense envelope of silence radiating around them.

268 A SHOPKEEPER

268

in his 60s and a PALE WOMAN (who are not their parents) suddenly stop talking, watch the Children, and wait until they pass before resuming their conversation. If the Children notice any of this, they don't show it.

269 AT THE CORNER

269

The Children stop, and, as Mara stands watch, cross the street 2 by 2 toward the clinic.

270 INT. CLINIC HALLWAY - DAY

270

Susan smokes a cigarette and retrieves a cup of coffee from a vending machine, as the Children approach silently down the hall.

Mara steps up to Susan, who when she turns to face the 7-year-old gathers herself quickly, a mask of professionalism covering her thoughts...

SUSAN
Good afternoon, Mara.

(CONTINUED)

270 CONTINUED:

270

Mara stares at her, reading her mind. Finally Mara smiles.

SUSAN (CONT'D)
Why do you smile?

MARA
You're becoming less
capable of hiding your
thoughts from us. We
look forward to a full
disclosure of your psyche.

SUSAN
(evenly)
Just how deeply do you see?

MARA
Everything in the front of
your mind. We have yet
to master the thought
processes, the reasoning
that leads to your spoken
words.

(beat)
It will come.

SUSAN
At least I still have some
privacy.

271 INT. CLINIC ROOM - DAY

271

Bruno, strapped motionless on a kind of board, is being expelled from the dark belly of a magnetic resonance imaging (MRI) machine. A WHITE-JACKETED TECHNICIAN 1 nervously waits to unstrap him.

272 INT. ANOTHER ROOM - CLINIC - DAY

272

Alexis lies on a cot with various electrodes taped to her forehead. A nearby machine records the impulses in squiggly lines on graph paper. TECHNICIAN 2 rips off the graph paper, studies it.

273 INT. CLINIC HALLWAY

273

As David is led by a TECHNICIAN 3 to an examination room, he sees...

274 DAVID'S POV - THE DOOR

274

at the end of the hallway that Susan entered that night years ago, carrying the dead baby into the clinic basement. The door is securely padlocked.

275 DAVID

275

stops, stares at the door curiously, sensing, perhaps, some fragment of its secret -- as the Technician ushers him into the examining room...

276 INT. EYE EXAM ROOM - DAY

276

The room is darkened as Lilly, her head immobilized by a strap, has her chin resting on an exam machine. The DOCTOR, 50s, appears anxious at dealing with Lilly.

DOCTOR

Okay... I'm putting a drop of this in your eyes. It won't hurt...

The Doctor puts a drop of solution in each eye, then moves his scope until the lens is nearly touching the right eyeball.

277 LILLY'S IRIS

277

(the Children's eyes do not have a pupil) turns from black to an eerie blue from the drops, its surface an intricate network of blood vessels. An artery is actually pulsing.

278 THE DOCTOR

278

turns from Lilly, takes another eyedrop bottle from a shelf, shakes it and is about to use it -- when Lilly's form falls to the floor. The Doctor puts the bottle back on the shelf and stoops to pick up the paper.

Annoyed, he jams the paper into the pocket of his lab coat and, without looking...

279 CLOSE - THE DOCTOR'S HAND

279

... grabs a similar-shaped bottle next to the one he put down.

280 LILLY

280

as the Doctor lifts up her right lid and squeezes a drop on her eyeball.

She immediately SCREAMS in pain and squeezes her eyes shut and tries to pull her head out of the strap...

281 INT. CLINIC WAITING ROOM - DAY

281

as each Child turns suddenly in the direction of the eye exam room, their eyes focused...

282 INT. SMALL EXAM ROOM - DAY

282

Mara spins around, her expression dark...

283 INT. ANOTHER EXAM ROOM - DAY

283

as David turns his head sharply, reacting...

284 INT. EYE EXAM ROOM

284

Lilly struggles to break loose of the strap. The Doctor looks at the bottle in his hand...

DOCTOR

Shit!

He throws it down and grabs a squeeze bottle of water...

DOCTOR (CONT'D)

I'm sorry, I'm sorry! Now calm down, I'm going to flush your eye out with water! Please, open your eye!

As Lilly struggles, the Doctor tries to open her lid, but it's squeezed tight and she won't open it. Finally the Doctor manages to get a lid-lock on her right eye, its mechanical arm pulling her lids apart. He struggles as he tries to flush her eye with water...

285 EXTREME CLOSEUP - LILLY'S RIGHT EYE

285

as the lids part. The eye is blood-red, engorged and throbbing, and from somewhere deep inside it begins to glow!

286 THE DOCTOR

286

freezes as he sees the glow, mouth ajar.

287 KAWHAM!

287

The door of the eye exam room BLASTS open, revealing Mara, and CAMERA SWEEPS ACROSS THE ROOM, INTO a CLOSEUP of Mara, her black eyes beginning to change, glow from within...

288 THE DOCTOR

288

turns, stares at Mara, his face slackening, muscles collapsing as his will is drawn out of him. Slowly, the Doctor turns, picks up that second bottle he mistakenly used on Lilly's right eye, opens it, and lifts it to his own right eye, pouring the contents into the eye, SCREAMING, unable to stop himself!

289 EXT. MIDWICH STREET - DAY

289

An ambulance ROARS from the clinic down main street, its siren BLARING. CAMERA PANS WITH the ambulance, OVER TO Reverend George on the sidewalk watching it disappear out of town. In 6 years, the Reverend has changed. Now in his expression is a loathing hate...

290 EXT. MIDWICH CLINIC - LATE AFTERNOON

290

The Children stand together in a silent group as their parents arrive to take them home.

Lilly's eye is covered with a small patch. As her PARENTS come up, Lilly automatically takes her place beside them and they walk away from the Children -- but not a word is spoken between parents and child.

Ben Blum walks Julie to their car in silence.

Reverend George stands to the side talking with Susan. His son Isaac waits with the other children.

REVEREND GEORGE

How's the doctor?

Susan fishes around in her labcoat pocket for a cigarette...

(CONTINUED)

290 CONTINUED:

290

SUSAN
 Severe retinal scarring.
 Most likely permanent
 blindness in his right eye.

REVEREND GEORGE
 How did it happen?

SUSAN
 (shrugs)
 He doesn't remember much.
 Officially it'll be listed
 as an accident.

REVEREND GEORGE
 It was the Children.

SUSAN
 You have no proof of that.

REVEREND GEORGE
 What I want to know is, are
 the people in this town safe?
 (looks at
 the Children)
 What are they gonna do to us?

Susan notices Alan's station wagon pull up in b.g. As
 Alan gets out...

REVEREND GEORGE (CONT'D)
 (whispers,
 indicates Alan)
 Look what happened to Doc.
 (beat)
 They say he found her.

291 ALAN

291

as he makes his way toward David and the other Children.
 There is a deep sadness in him. Jill approaches from
 her car, catches up with Alan...

JILL
 Alan...

ALAN
 Hi.

(CONTINUED)

291 CONTINUED:

291

JILL

I'm so sorry.

ALAN

At least you have the
courage to talk to me.Jill notices the other parents who pick up their
children -- none of them make eye contact with him.

ALAN (CONT'D)

They're afraid. They
don't want to know.

JILL

It must be terribly hard
for you now.

ALAN

I don't know which was worse,
watching her in some kind of
pain I couldn't cure, or the
betrayal I feel that she's
left me to face this alone.

JILL

Betrayal?

ALAN

She made a choice. Maybe
we should just leave it at
that. Thanks for asking.

Alan starts toward the Children, CAMERA MOVING WITH HIM...

292 ALAN'S POV - THE CHILDREN - MOVING

292

PUSH IN toward the Children, TOWARD Mara, who stares
INTO LENS with her metal-black eyes...

293 ALAN AND MARA

293

arrive at the station wagon, as Susan comes over. Mara
gets in, Alan hesitates a moment...

SUSAN

How are you, Alan?

(CONTINUED)

293 CONTINUED:

293

ALAN

Tired.

SUSAN

(beat)

I need you on this project.
Please come back.

(no response)

At least consult with me.
Look at their last round of
tests, the psychological
exams...

But Alan wordlessly gets in the station wagon, starts the
ENGINE, pulls away from Susan...

294 JILL

has seen this exchange as she gets into her own car with
David...

295 INT. CHAFFEE BEDROOM - NIGHT

295

Lit from the hall light that spills in through an open
door, Alan lies in bed holding one of Barbara's robes
in his hands, feeling the material, moving it between
his fingers -- as Mara's shadow appears over him from
the doorway. Alan looks up...

Mara, silhouetted in the doorway, motionless, stares at
him...

MARA

There are going to be
changes.

(beat)

We will discuss them later.

After a beat Mara walks off down the hall without another
word.

MOVE IN CLOSE on Alan, in so much pain he has all but
shut down. He balls up Barbara's robe, holds it up
against his face, until tears form in his eyes...

ALAN

Please, God... Help me.
Help me...

296

INT. JILL'S HOUSE - DAVID'S BEDROOM - NIGHT

296

Jill ENTERS, looks at David standing in front of a mirror putting on his pajamas. Finally Jill crosses to him. David does not turn as she picks up a brush, begins to run it through his hair.

David reaches for the brush, takes it from her, combs his hair himself...

DAVID

(reads her
thoughts)

There's no need for you
to become emotional. I'm
old enough to do things
for myself.

David puts down the brush, walks to his bed, gets in it. Jill hesitates a moment by the mirror before moving to him, sitting down on the edge of the bed beside him.

JILL

Do you want to talk about
what happened today at the
clinic?

DAVID

Why do you wish I would be
experiencing emotion at
this moment?

(before Jill
can answer)

What is the meaning of
that word you're thinking?

(beat)

What is 'empathy'?

(reads her
mind)

The point being, if I have
felt pain, I should be able
to identify with others who
feel pain.

JILL

Yes.

DAVID

(beat)

Odd.

(reads her mind)

No, I didn't feel empathy
for the doctor. For Lilly,
yes, I suppose.

(CONTINUED)

296 CONTINUED:

296

Jill is quiet for a beat, then reaches out and smoothes David's hair with her hand. David waits passively, allowing her a moment of affection, until Jill sees that the moment has passed. She takes her hand from his head.

JILL

Goodnight, David.

No response. Jill rises from his bed, starts for the door...

297 EXT. ARMY BASE - DAY

297

Silent, brooding. APPROACHING CRUNCH on the gravel road as the Children walk past the empty guard post.

REVEREND GEORGE (V.O.)

And God said, 'Let us make man in our image, after our likeness'.

298 EXT. MUNITIONS BARRACKS - DAY

298

The Children walk toward the long, low building now run-down, its paint peeling, several windows broken, boarded-up...

REVEREND GEORGE (V.O. CONT'D)

'Image' does not mean the outer image, or every statue or photograph would be man.

299 INT. MUNITIONS BARRACKS HALLWAY - DAY

299

The sunlight passing through cracked and missing boards over the windows forms an intricate pattern on the dusty cobwebbed walls and floor. The Children walk slowly down the hallway, stopping at each room to look inside...

REVEREND GEORGE (V.O. CONT'D)

It means the inner image, the spirit, the soul.

300 INT. CHURCH - DAY

300

Reverend George preaches to only 8 in his Sunday morning congregation, including Jill, Alan, Callie. Sarah sits off to herself, a glazed look on her face. She rocks back and forth slowly.

REVEREND GEORGE (CONT'D)

But what of those in our
midst who do not have
individual spirits or
souls?

Alan and Jill exchange a look between them...

REVEREND GEORGE (CONT'D)

They have one mind that
they share between them,
one spirit. They have the
look of man, but not the
nature.

301 INT. MUNITIONS BARRACKS - NURSERY - DAY

301

The Children walk inside, stand still, look around. CAMERA PULLS UP to a HIGH ANGLE, as the Children start to move...

Suddenly, we realize they have arranged themselves in 4 rows of 5 -- the exact way they were placed on the night of their birth.

302 THE CHILDREN

302

stand in total silence. Then, as 7 years earlier, they all turn toward...

303 THE WINDOW

303

looking out upon the chain link fence, and the spot where the pathology van stood 7 years ago...

304 DAVID

304

moves to the window, stares out. He is drawn to the distant memory...

305 EXT. MIDWICH CEMETARY - DAY

305

Wind sweeps across the crest of a hill, as Alan walks over, looks down...

306 ALAN'S POV - DAVID

306

alone in the cemetery, scanning the gravestones. Beyond him the Pacific ocean, vast, dark blue, stretches to the horizon.

307 CLOSER - DAVID

307

as Alan approaches...

ALAN
What're you doing here,
David?

DAVID
Looking for the baby.

Alan regards David for a moment -- there's something about him that is different from Mara and the others.

DAVID (CONT'D)
(reads his
mind)
The one who was born with
us. The one who died.

ALAN
Who told you about that?
(David shrugs)
There's no baby here. She
was taken away.

DAVID
Where?

ALAN
I don't know.
(beat)
Do you have any memory of
her?
(a shrug)
But it bothers you?

David nods.

(CONTINUED)

307 CONTINUED:

307

ALAN (CONT'D)
It hurts to lose someone
you love.

DAVID
She was to be with me. We
were to be together.

ALAN
How do you know this?

David stares up at him.

DAVID
You've lost someone too.

Alan nods, takes a couple steps, stops in front of
Barbara's gravestone. Finally David moves tentatively
over to Alan, stands beside him...

... and then, strangely, David moves his hand to Alan's,
slides his fingers inside Alan's palm. It appears to be
a completely unconscious gesture...

Alan looks down at David, stunned at this display of
affection. Reading Alan's thoughts, David removes his
hand, as Jill hurries over the hill in b.g., approaches
them...

JILL
David, where have you been?
(no reply)
Why didn't you meet me at
the corner?
(to Alan)
I'm sorry...

ALAN
David -- your mother has
someone here too.

David takes a few steps away from them, stares out to
the ocean...

ALAN (CONT'D)
Someone she loved very
much. And just like us,
she lost him.

(CONTINUED)

307 CONTINUED: (2)

307

DAVID
(reads Alan's
mind)

No.

(beat)

He was not my father.

Jill immediately moves to David, bends down, grabs him, spins him around...

JILL
Frank McGee is your father!

DAVID

No.

(reads Jill's
mind)

I don't know how I know
this. Perhaps what you
call intuition.

JILL
(grabbing David
harder)

He was you father! Don't
you ever try to tell me he
wasn't! Do you understand?
Don't ever say that to me
again...!

ALAN

Jill...

Alan comes over, puts his hand on Jill's shoulder. She releases David, who stares at her for a moment, then slowly walks away from them up the hill...

JILL
(crying)

God...

Alan puts his arms around her... and for a brief moment, they hold each other.

ALAN
Listen. David said something...
I have to talk to you...

Jill looks at him...

308 INT. SCHOOL HALLWAY - LATE AFTERNOON

308

Deserted, except for 4 of the Children, Mara, Robert, Sandra and James, who walk solemnly, their FOOTSTEPS ECHOING...

309 MOVING WITH THE CHILDREN

309

as they pass the partially open door to the janitor's office - where Carlton is sitting in the crowded, messy room having a quick shot. He notices the Children walk by...

310 INT. SCHOOL HALLWAY - 5 MINUTES LATER

310

CAMERA MOVES BEHIND a long-handled broom as it sweeps past empty classrooms, but STOPS in front of the open door of...

311 INT. SCHOOL LIBRARY - LATE AFTERNOON

311

Mara and the other Children are at reading tables, each speed-reading through a different book of the Encyclopedia. They are alone in the room. Carlton stands outside the doorway with his broom -- watching. His face is red -- he's been hitting the bottle hard.

Mara and the others stop reading at the same moment and turn toward him...

CARLTON

(slurred)

I know your game. I know
what you're up to.

312 INT. JILL'S OFFICE - LATE AFTERNOON

312

Jill and Alan sit talking quietly, the late afternoon sunlight streaming through a window...

ALAN

He must have been told
about the Roberts girl.

(beat)

It just isn't possible
that he could have a
memory of that night.

(CONTINUED)

312 CONTINUED:

312

JILL

Alan...

(beat)

Why would David say Frank
is not his father?

ALAN

He must have been told
that too.

JILL

By whom? For what purpose?

313 INT. SCHOOL LIBRARY

313

Brandishing the broom like a spear, Carlton ENTERS the library.

CARLTON

Ever since you got here I
been watchin'.

(beat)

... Watchin' people move
out of this town, watchin'
things die like some kinda
disease was spreadin'...The Children rise from their tables in unison, stand
like statues watching Carlton.

CARLTON (CONT'D)

You ain't right, none of
ya! An' pretty soon
somebody's gonna do
somethin' 'bout it...!Carlton puts the brush end of the broom up against his
shoulder like a rifle butt, and moves toward James,
jabbing the handle at him like a rifle barrel, stopping
just short of James' face.

CARLTON (CONT'D)

Fuckin' weirdo!
(James doesn't
blink)
I don't like the way you're
lookin' at me, boy.
(jab, jab)
I got me a gun, too.
(jab, jab)

(CONTINUED)

313 CONTINUED:

313

The other Children watch Carlton poke the broom at James without expression...

CARLTON (CONT'D)

And I ain't the only one.

(jab, jab)

And maybe one day somebody's
gonna get up on a roof and
pick you little bastards off
one at a time...

Carlton misjudges the last jab and hits James in the forehead with a stinging WHAP!

James doesn't react. His fingers move to the spot on his forehead.

Now the other Children glare at Carlton...

... and Carlton glares back, staggering slightly...

CARLTON

(to James)

Whatsamatter?! Go ahead --
ain't you gonna bawl like
all the other little
pissants?

(silence)

Go ahead -- do somethin'!

314 THE OTHER CHILDREN

314

now stare at Carlton with blood-red eyes, a soft glow deep inside each...

315 CARLTON

315

begins to back up, until he's pressed against the opposite wall of large, opened windows... but his feet don't stop! They keep moving backwards as if he were a large wind-up toy stuck against a wall...

316 CARLTON'S FACE

316

is slack, and there's nothing he can do as the upper half of his torso is being gradually forced over the window sill. His eyes are filled with horror...

317 AS CARLTON'S FEET

317

keep churning in reverse, he rises up, broom still in his hands, and falls backward out of the open second floor window!

318 EXT. SCHOOL - LATE AFTERNOON - LOW ANGLE

318

Without making a sound, Carlton plummets toward...

319 INT. A PARKED CAR

319

as Carlton SMASHES through the windshield, spraying the white upholstery with an explosion of blood!

320 EXT. PARKED CAR

320

Carlton's torso is inside the car, his legs sticking out askew over the hood. He is impaled on his push broom -- the force of the fall has driven the handle through his chest and out his back.

321 AS JILL AND ALAN

321

come running out of the school's entrance -- Jill abruptly coming to a stop, her hands clamping over her mouth, stifling a scream.

Alan moves to the car, looks inside, checks Carlton's vital signs... he's dead. Alan steps back, looks up...

322 ALAN'S POV - THE OPEN WINDOW

322

on the second floor...

323 INT. SCHOOL LIBRARY

323

Alan races down the hall, turns into...

324 INT. THE LIBRARY

324

It's empty. The Encyclopedias the Children were reading have been put away, the chairs neatly pushed under the table. It's as if no one was in the room.

Alan crosses to the window, looks down...

325 ALAN'S POV - LOOKING DOWN FROM THE WINDOW

325

SEE Carlton's body still impaled in the car. A group of VILLAGERS crowd about...

326 ALAN

326

looks up, out toward the road...

327 ALAN'S POV - THE FOUR CHILDREN

327

walk down the road with an unhurried gait...

328 INT. JILL'S HOUSE - NIGHT

328

Jill and Callie are embracing. Jill is clearly upset as Callie tries to comfort her...

CALLIE

Will you listen to me?
Don't go in tomorrow.

JILL

I'm OK -- really. I mean,
we all knew he had a problem,
but...

From an upstairs bathroom HEAR RUNNING WATER.

CALLIE

Does David know?

JILL

I haven't had a chance to
talk to him...
(beat)
But if any of the Children
know, David knows...

CALLIE

(whispers)

And what if it wasn't an
accident?

JILL

What...?

CALLIE

Would he know that too?

(CONTINUED)

328 CONTINUED:

328

The RUNNING WATER STOPS.

CALLIE (CONT'D)
I'd better go.

The 2 women embrace again. As Callie heads for the front door, David ENTERS the room...

DAVID
He had apparently been
consuming alcohol, and fell
from the library window.

Callie hesitates at the door...

DAVID (CONT'D)
(reads Jill's
thoughts)
I wasn't there, so I don't
know precisely how it took
place.

JILL
(trembles)
Yes you do! If one of you
was there, you all know!
You do!

DAVID
(beat)
I didn't know him very well.
(reads her)
I don't feel anything about
him.

JILL
Why not?
(beat)
I know there's an emotional
life inside of you! I know
it!

Jill stares at her son, tears in her eyes. Callie lets herself out of the front door...

329 INT. SUSAN'S OFFICE - NIGHT

329

Alan and Susan sit talking in the darkened office...

(CONTINUED)

329 CONTINUED:

329

ALAN

My daughter was involved.
The Children did it, I'm
certain.

(beat)

What are they, Susan?

(beat)

David McGee has a memory of
the Roberts baby.

(Susan reacts)

Who told him?

(beat)

You?

SUSAN

(beat)

I'd originally thought they
might be some form of
mutation, an abrupt
evolutionary jump. It was
their communal consciousness.
Insects can't increase in
size, so they compensate by
acting as a group. Why
shouldn't nature try to
combine our physical size
with their efficiency?

(beat)

That might explain David's
memory of the dead baby --
they'd lost 1/20th of their
strength, 5%.

(beat)

But it could never explain --
satisfactorily -- the blackout
or the mass pregnancies.

ALAN

Then where are they from?

SUSAN

(long beat)

Midwich is not the only
colony of such children.

(off Alan's
stunned look)

In a township in Northern
Australia, 30 infants were
born in a single day -- but
something went wrong and all
died within 10 hours of birth.

(CONTINUED)

329 CONTINUED: (2)

329

Susan goes to a file cabinet, unlocks and opens it, rummages around inside...

SUSAN (CONT'D)

In an eskimo community outside Anchorage a group of 10 children were born. There were 20 births in a small village near the Turkish border. Each location was remote, isolated -- and each had a blackout on the same day as Midwich.

ALAN

How long have you known...?

SUSAN

(ignores this)

As I see it, 3 possibilities.
Number 1: parthenogenesis.
Development of a fetus without fertilization.
(off Alan's look)

I don't buy it either.

Susan finds what she has been looking for: a key. She closes the file cabinet drawer.

SUSAN (CONT'D)

Number 2: we know the CIA slipped high dosages of LSD to men without their knowledge so they could study the effects of hallucinogens.

(beat)

Maybe the government engineered the blackout and artificially inseminated your women with super-sperm.

(a grin)

First they knocked 'em out, then they knocked 'em up.

ALAN

Bullshit.

Susan waits for a beat...

(CONTINUED)

329 CONTINUED: (3)

329

SUSAN

Number 3: implantation.
 Xenogenesis. The production
 of an offspring unlike that
 of the parent, or should I
 say, 'host'?

330 INT. CLINIC HALLWAY - NIGHT

331

Susan unlocks the padlocked door that leads to the clinic basement. She opens the door and Alan follows her down...

331 INT. CLINIC BASEMENT - NIGHT

331

Dark. Susan and Alan descend the stairs. At the bottom, Susan hits a light switch, and the small, musty room is filled with light...

CAMERA MOVES IN ON Alan as he stares at something o.s. We never see what it is, but from the expression on his face, we're really not certain if we want to...

332 EXT. REAR OF CLINIC - NIGHT

332

As Alan unlocks the station wagon, devastated, in shock.

SUSAN

Alan -- keep this in the
 back of your mind. Don't
 think about it when the
 Children are around.

(beat)

Don't let the Children know
 you know.

ALAN

Why didn't you warn us?

SUSAN

I couldn't... Believe me,
 Alan, I couldn't...

(beat)

If anyone else knew, the
 Children would know. I
 spent years building this
 wall around it, hiding it
 so they couldn't read what
 was in my mind.

(CONTINUED)

332 CONTINUED:

332

Alan looks out at the night sky...

SUSAN (CONT'D)

But as they powers grow
stronger, they keep looking
deeper and deeper.

(she moves closer
to him)

Please, Alan. I need your
help.

Susan stands very close to Alan, almost as if she is
about to reach out and touch him, put her arms around him.

SUSAN (CONT'D)

Come back to the project.

But Alan gets into the station wagon without a word,
SLAMS the door. Susan watches expressionlessly as he
drives off...

333 EXT. CHAFFEE HOUSE - NIGHT

333

Alan's station wagon pulls into the driveway. Only a
few lights are on in the house.

334 CLOSE - ALAN

334

as he gets out, stares at the house, fear in his eyes.
Finally he braces himself...

335 INT. CHAFFEE STUDY - NIGHT

335

Alan ENTERS, only to stumble over several suitcases
lined up by the door...

336 INT. MARA'S ROOM - NIGHT

336

Mara finishes packing a suitcase. Alan appears in the
doorway behind her. She does not look up nor acknowledge
him.

MARA

(reads his mind)

We've made our decision.
Discussion will not change
our plans.

(CONTINUED)

336 CONTINUED:

336

Enraged, Alan starts toward her -- when Mara spins around, her eyes wide, staring into his... Alan comes to a dead stop.

MARA (CONT'D)

We will live together at the old army base outside of town. You will be required to bring us supplies, books, whatever materials we request.

(beat)

You can't stop us, you know. Don't try.

(reads his mind, moves closer)

You've been discussing us with Dr. Zerner.

(beat)

What did she tell you?

Alan is rigid, trying to hold his thoughts in check.

MARA (CONT'D)

(trying to read him)

You're hiding something.

(beat)

For now.

337 EXT. ARMY BASE - NIGHT

337

Headlights appear, the same stream of cars as the night the Children were born. The caravan ENTERS the old army base.

338 EXT. MUNITIONS BARRACKS - NIGHT

338

One by one, cars pull up, let off Children with their suitcases.

339 INT. JILL'S CAR - NIGHT

339

Jill pulls to a stop in front of the barracks. David gathers his stuff together...

JILL

I'm not letting you go.

(CONTINUED)

339 CONTINUED:

339

DAVID

The others will simply force
 the situation if need be.
 You haven't been given an
 option.

JILL

Have you?

David looks at her for a beat, then opens his door. Jill reaches out to him...

JILL (CONT'D)

You don't always have to
 do what the others tell you.

DAVID

We are the same.

JILL

No -- you're not! You're
David! You're different!

But David gets out of the car, goes to the rear door, opens it, takes out his suitcases. Tears in her eyes, Jill watches him join the other Children at the entrance to the barracks...

340 EXT. ROAD OUTSIDE ARMY BASE - DAY

340

2 of the Children, Lauren and Edward, walk along the overgrown road just outside the army base. As they approach a turn, Lauren hears the SOUND OF A CAR ENGINE behind them. She and Edward look back...

341 THEIR POV - A PICKUP TRUCK

341

comes toward them...

342 LAUREN AND EDWARD

342

as the pickup rolls to a stop next to them. Inside is Ben Blum. He rolls down his window, leans out...

BEN

I want to talk to Julie.
 Where is she?

(CONTINUED)

342 CONTINUED:

342

The Children are silent.

BEN (CONT'D)
 She up at the base?
 (no response)
 Fine.

Ben rolls up his window, puts the truck into gear, pulls away, disappears around the corner...

343 EXT. BEN'S PICKUP - MOVING

343

as it picks up speed...

344 INT. BEN'S PICKUP - DAY - MOVING

344

Ben grips the wheel, stares ahead...

345 BEN'S POV - THE ROAD AHEAD - MOVING

345

The figures of 3 of the Children can be SEEN directly ahead about 10 or 15 yards -- when all of a sudden Anne steps out from behind a tree into the road, right in front of the pickup!

346 INT. BEN'S PICKUP - MOVING

346

Ben cranks the wheel, hits the brakes!

347 EXT. AS THE PICKUP

347

SCREECHES, burning rubber, stops just inches away from Anne.

348 BEN

348

opens the door, gets out, goes around the front to the Child he has almost struck. He reaches for Anne, but she backs away from him.

BEN
 I'm... I'm sorry... You're
 all right, aren't you?

- 349 MARA AND SEVERAL OTHER CHILDREN 349
suddenly appear along the road, raise their eyes toward Ben. They faces have no expression, but their black eyes begin to glow...
- 350 BEN 350
stopping, as though frozen. All at once he breaks into a heavy, beaded sweat...
- 351 MARA 351
Her eyes dance with an inner fire.
- 352 BEN 352
His face bathed in sweat, Ben turns, walks back to his pickup, gets in. His engine ROARS. He takes off down the road.
- 353 INT. PICKUP - BEN - MOVING 353
Paralyzed, Ben's face is a mask, his eyes almost exploding.
- 354 BEN'S POV - THRU FRONT WINDSHIELD 354
SEE the large, abandoned, rotted-out hulk of a 4X4 vehicle sitting off to the side of the road, presumably something the army left behind. The pickup is headed right for it...
- 355 THE CHILDREN 355
staring, eyes aglow...
- 356 INT. PICKUP - BEN - MOVING 356
As he hurtles forward, engine RACING, faster and faster!
- 357 BEN'S POV - THRU FRONT WINDSHIELD 357
as the abandoned vehicle rushes toward CAMERA, FILLING FRAME...

- 358 KABLOOM! 358
The impact sends flames shooting into the sky, as Ben's pickup keeps moving, ablaze, careening through the woods!
- 359 MOVING WITH THE PICKUP 359
engulfed in fire, BOUNCING over roots and tree stumps, weaving in and around trees...
- 360 INT. PICKUP - MOVING 360
Ben, the steering wheel, the seat -- all are on fire! Through the flames, SEE Ben's eyes staring mutely in pain and horror...
- 361 THE FLAMING PICKUP 361
swerves a deadfall, and heads right toward...
- 362 A HUGE ROCK! 362
The pickup ROARS headfirst into the rock and EXPLODES in a fiery holocaust -- billowing flames, the SLAMMING CONCUSSION blowing leaves and twigs, bending small trees...
- 363 EXT. SCHOOL - DAY 363
HEAR the RISING WAIL of a SIREN as Jill comes to the window of her office, looks out...
- 364 JILL'S POV - ALONG THE ROAD 364
by the school an ambulance and several cars race by on their way out of town...
- 365 EXT. MIDWICH MAIN STREET - CLINIC - DAY 365
The town's SIREN BLARES, as Alan looks out from the main street to see a plume of smoke rising in the distance. VOLUNTEER FIREMEN jump into their cars and peel off, HORNS HONKING...

(CONTINUED)

365

CONTINUED:

365

Alan quickly heads for his station wagon, as a VILLAGER in overalls and a faded, sweat-stained cap rushes by...

VILLAGER
Some kinda big accident,
Doc, out by the base...

Alan unlocks his car door, starts to jump in, when Susan waves at him from the steps of the clinic, hurries across to the driver's window...

SUSAN
Alan -- I just got a phone call.

(leans to him,
whispers)

The other towns with
blackout Children -- have
all been destroyed.

ALAN
All of them?

SUSAN
(nods)
And everyone in them. Children and adults. The governments gave no warning. They couldn't evacuate without the Children knowing what was going to happen...

(beat)
Apparently they'd developed more rapidly than ours.
They'd begun to take control.

ALAN
(beat)
Our Children have already taken control. We just don't want to face it yet...

SUSAN
In one village they used low-level nuclear weapons.

ALAN
What about Midwich?

(CONTINUED)

365 CONTINUED: (2)

365

SUSAN
 I've been told to pack up
 and get out. I'm leaving
 tonight.

(beat)
 Get out, Alan. As soon as
 you can.

Susan turns, heads back for the clinic...

366 EXT. WOODS - DAY

366

Several VILLAGERS and FIREMEN try to put out the burning
 wreckage of Ben Blum's truck with snaking hoses of water
 and fire extinguishers...

367 INT. MUNITIONS BARRACKS - DAY

367

The Children sit in groups at small tables, reading books.
 In another room, SEE their cots set up.

Alan ENTERS, strides into the room, and the Children's
 eyes move to him as he comes to a stop.

MARA
 (reading his
 mind)
 We must protect ourselves.
 (she rises)
 We use fear. It gives us
 the advantage.

ALAN
 Another man is dead! How
 can you talk about 'advantage'?

Mara moves to him.

MARA
 Sooner or later you will
 try to destroy us.

ALAN
 If you continue to do this,
 yes, people will hate you,
 and take revenge.

(CONTINUED)

Alan's eyes scan the Children, looking for something in their expressions to reach out for... Finally he looks down at his own daughter...

ALAN (CONT'D)

Do you hate me so much,
Mara?

MARA

It isn't a matter of hates,
or likes. It is a
biological obligation.

(reads his
mind)

You're thinking of what
happened to the others.

Alan fights to control his thoughts...

MARA (CONT'D)

Then our actions shouldn't
surprise you. We have to
survive, no matter what
the cost. We are now the
only ones left.

ALAN

I'm not convinced that there
can be no agreement between
us.

(beat)

Can't we just live together?

MARA

If we exist, we shall dominate
you -- that is clear and
inevitable. In the end,
you will be forced to
eliminate us.

ALAN

Forced by what?

Mara's eyes bore into Alan's...

MARA

We are all creatures of the
life-force. It makes you
numerically strong, but
mentally undeveloped.

(MORE)

(CONTINUED)

367 CONTINUED: (2)

367

MARA (CONT'D)
It makes us mentally strong,
but physically weak. Now
it has set us at one
another, to see who will
survive.

ALAN
A cruel sport...

MARA
Cruelty is as old as life
itself.

ALAN
Murder is, by definition,
the killing of one's own
kind. If you are another
species, aren't we fully
entitled to fight you in
order to protect our own
species?

MARA
You are not entirely correct.
I am your child -- in some
respects. I developed inside
my mother. I was born as a
human is born.

(reads his
mind)
You're suddenly thinking of
an ocean. Why?

Startled, Alan turns away from his daughter...

MARA (CONT'D)
You are blocking your thoughts
rather effectively with this
image.

No response from Alan, as he gathers himself...

MARA (CONT'D)
Still, you are aware of the
other colonies -- so you
must be, in some basic
sense, aware of who -- what
we are.

(CONTINUED)

367 CONTINUED: (3)

367

ALAN

Yes.

MARA

So the question becomes --
 with your knowledge of us,
 should you be allowed to
 live?

Silence. The other Children, except for David, rise from their seats, surround Alan in a circle. All their eyes are on him. Alan's face is a frozen mask...

MARA (CONT'D)

(reads his
 mind)

Why do you think your own
 survival depends upon
 emotion from us? Should
 we pity you? Empathize
 with your plight?

ALAN

(LOUD)

You should FEEL! Period.
 Experience emotion. Something.

(looks around
 the circle)

Without feelings, you are
 only second-rate mimics of
 a higher organism...

(to Mara)

Yes, a higher organism.
 We are your superiors in
 our capacity to love.

368 CAMERA PUSHES IN ON DAVID

368

still seated at his table, listening, something pulling at him from inside.

369 ALAN

369

sees David's reaction, as does Mara...

ALAN (CONT'D)

Not all of you are the
 same, are you, David?

(CONTINUED)

369 CONTINUED:

369

MARA
Leave him alone.

Alan breaks out of the circle of Children, moves toward David...

ALAN
I know you can feel, David.
You can't express it -- it's
new to you -- but you feel.
Loss. Grief. A memory that
haunts you -- of someone close,
someone lost to you forever...

Mara intercedes, placing herself between Alan and David...

MARA
We must leave here. Spread
out, disperse. Soon we will
have reached a stage where
we can form new colonies.

(beat)
We shall choose you after
all. You must help us.
(beat)
You will arrange a method of
getting us away from here.
Then you will find a number
of families spread across
the country who will take
us in.

ALAN
Suppose I refuse?

MARA
You are a prisoner of your
values.
(beat)
And you won't be able to
deceive us -- you know that,
don't you...?
(beat)
Father?

ALAN
(quietly)
Yes, Mara, I know that.

MARA
Make your arrangements. We
must leave tonight.

(CONTINUED)

369 CONTINUED: (2)

369

The Children suddenly take their seats again and begin reading quietly. Alan waits several beats, finally heads for the door...

370 POV THRU BINOCULAR SIGHT

370

Through the cross-hairs, SEE Alan EXIT the barracks, walk to his car, get in, drive away.

A BEAT LATER, the sight SWINGS BACK to catch David coming out a side door, walking around behind the barracks...

371 EXT. BEHIND MUNITIONS BARRACKS - CHAIN-LINK FENCE - DAY

371

David walks to the ~~sept~~ where the pathology van stood 6 years ago. Soon Mara emerges from the barracks, follows him...

MARA

You're thinking about the one who died.

DAVID

She was to be my partner.

MARA

(reads his mind)

Yes, it's true -- without a mate, you are of less importance to us.

(beat)

And your development of emotions is disturbing.

David turns to look into Mara's eyes...

MARA (CONT'D)

(reads his mind)

We can't leave you behind, David.

(they communicate silently)

It is time we resolved this.

372 POV THRU BINOCULAR SIGHT

372

The cross-hairs SWING, then STOP on David and Mara, HOLD on them. David is in the center of the cross-hairs.

373 REVEREND GEORGE

373

crouches behind a tree, a high-powered scoped rifle in his arms. He takes aim, but behind him, SEE shadows move across the ground...

374 ALEXIS, MICHAEL, NANCY AND BRUNO

374

have stopped a few feet away. They stand immobile, their eyes hard, bright, beginning to glow...

375 CLOSE ON REVEREND GEORGE

375

His hands begin to tremble. His face breaks into a sweat. His eyes open and close. Finally he turns to see...

376 THE CHILDREN

376

Their eyes are wide, a luminous pool growing from deep within each pupil...

377 REVEREND GEORGE

377

begins to swing the muzzle of the rifle around until it points toward his face...

378 HIS FINGER

378

loops around the trigger, tightens...

379 THE EYES OF THE CHILDREN

379

glowing...

380 REVEREND GEORGE

380

as the muzzle moves up into his mouth and stops. His eyes glisten in helpless terror...

381 PUSH IN ON HIS FINGER

381

on the trigger, as it squeezes -- BLAM! The CRACK of the rifle FILLS THE SCREEN...

382 EXT. MIDWICH MAIN STREET - NIGHT

382

Angry VILLAGERS mass near Toby's Feed Barn. Some carry axes, others baseball bats. Their VOICES are a mixture of pain and rage.

383 MIDWICH CLINIC - SUSAN

383

watches the crowd from the front door, as Technicians hurriedly load boxes, files and equipment onto trucks.

384 SARAH

384

mad as a hatter, stands babbling in the center of the throng...

SARAH

'Look on every one that is proud, and bring him low; and tread down the wicked where they stand...

385 THE CLINIC

385

as a Technician rushes up to Susan carrying a huge box of files...

TECHNICIAN

This is the last of it.

SUSAN

All right. Get going.

The Technician races to a truck and jumps aboard as it pulls out of the clinic parking lot...

386 THE TRUCK

386

passes the crowd as it grows with fury, erupting with an almost ANIMAL SOUND...

SARAH

(fevered)

'Hide them all in the dust together, bind their faces in the world below -- Then will I also acknowledge to you... that your own right hand can give you victory!'

387 INT. MIDWICH CLINIC - NIGHT

387

Susan steps inside, shuts the door. As she heads back down the hallway... WHAMMO!

Mara stands there, staring at her. Also David, Robert, Alexis and Michael.

Susan. Terrified.

SUSAN

I... have to talk to you.

(beat)

I can help you...

388 MARA'S EYES

388

suddenly glow blood-red!

389 SUSAN'S FACE

389

is outwardly calm, almost mask-like, but her eyes radiate sheer terror. Beads of sweat pour down her forehead...

390 EXT. MAIN STREET

390

as Jill's car pulls to a SKIDDING, awkward stop. She gets out, SEES...

391 THE CROWD

391

as they advance down main street. A lynch mob. A couple MEN grab boards, wrap cloth around the ends, light the torches...

392 CAMERA MOVES WITH JILL

392

as she dashes into the street, up to the wild-eyed Sarah leading the mob...

JILL

Sarah, no!

But Sarah's totally gone -- beyond reach. Jill watches her stalk forward, unhearing.

JILL (CONT'D)

(to the others)

Stop! You've got to stop!

(CONTINUED)

392 CONTINUED:

392

And all of a sudden they do!

Jill turns, SEES...

393 14 CHILDREN

393

stand spread out, blocking the street, like little statues. Tiny sentinels, the wind tosses their hair. Their faces are immobile.

394 INT. CLINIC HALLWAY - THE PADLOCK

395

on the door to the clinic's basement, as Susan unlocks it...

395 SUSAN

395

slowly opens the door, starts down the stairs, Mara, David and the other 3 Children follow.

396 INT. CLINIC BASEMENT - NIGHT

396

Susan reaches the bottom of the stairs, turns on the light. The Children follow behind her, stop, stare o.s.

397 DAVID

397

moves forward from the others...

398 DAVID'S POV - LARGE GLASS JARS

398

filled with strange-looking internal organs floating in preservative.

399 CAMERA MOVES INTO DAVID'S FACE

399

as he finally SEES...

400 DAVID'S POV - JUST PAST A STAINLESS STEEL AUTOPSY TABLE

inside a sealed, transparent box, frozen by cryogenic hoses and tubes, is the Roberts baby.

(CONTINUED)

400 CONTINUED:

400

Almond-shaped black eyes stretch around an oversized head. It is small, shrunken, a large incision down its chest cavity. The fingers are small, with only 4 digits. It is grey in color, and definitely not of this earth.

401 EXT. MIDWICH MAIN STREET

401

As someone in the crowd hands Sarah a blazing torch, she steps forward toward her son Isaac...

SARAH

'Hast thou eyes of flesh?
Does thou see as man sees?'

402 ISAAC'S EYES

402

begin to glow...

403 JILL

403

rushes back to Sarah...

JILL

Sarah!

Her face flickering in the torchlight, Sarah continues to advance... and then stops dead in her tracks. Beads of sweat appear. The torch burns just inches from her head.

Jill becomes frozen a few feet behind Sarah, her face slack...

404 ISAAC AND THE OTHER CHILDREN

404

Glowing eyes.

405 THE VILLAGERS

405

horrified, unable to move, unable to utter a sound.

406 SARAH

406

as she receives the full impact of Isaac's will.

(CONTINUED)

406 CONTINUED:

406

Slowly, her hand, which holds the torch, opens. The torch falls to her feet, CAMERA PANNING IT DOWN.

At once the flames begin to lap against Sarah's skirt.

407 ISAAC

407

eyes blazing...

408 SARAH

408

as the flames engulf her clothes. She continues to stand immobile -- and then she becomes a pillar of fire!

409 JILL

409

standing helpless, her eyes welling with tears...

410 WIDE SHOT

410

A still life. The villagers on one side, the Children on the other. Sarah's fiery torso topples over into the street.

411 INT. CLINIC BASEMENT

411

Susan slowly climbs up on the autopsy table and lies on her back. A wicked-looking scalpel lies right next to her face.

The Children move around the table -- except for David, who stands transfixed by the sight of the alien infant...

412 MARA

412

moves in close over Susan. Her eyes glow.

413 SUSAN'S LEFT HAND

413

slowly moves up to the top of her shirt, then with a sudden violence rips it open.

414 SUSAN'S RIGHT HAND

414

reaches over, grasps the scalpel, places the blade tip just beneath her collarbone on the far left side. Blood starts to bead around the tip.

415 SUSAN'S FACE

415

trapped, helpless -- as the blade of the scalpel starts to move in a slow arc beneath the collarbone, leaving a thin red line before stopping at the opposite side.

416 DAVID

416

backs up against a far wall, watching...

417 SUSAN

417

surrounded by the Children whose eyes glow blood-red...

418 THE SCALPEL BLADE

418

slowly rises, then moves down, then drops, facing downward toward Susan's belly.

419 SUSAN

419

Something clicks behind her eyes -- it is a flash of the most profound terror imaginable.

420 THE SCALPEL BLADE

420

plunges down o.s. into Susan's stomach, and though we do not see it, HEAR the blade begin to RIP upward, right through the middle...

421 THE CHILDREN

421

step back from the autopsy table, slowly turn, stare at David, aware that he didn't join in. Nothing is said.

422 EXT. ISOLATED WAREHOUSE - NIGHT

422

A sign reads: 'BUILDING AND CONSTRUCTION SUPPLIES'.

(CONTINUED)

422 CONTINUED:

422

At the rear of the large warehouse, Alan loads several crates and boxes into the rear of his station wagon.

SIRENS WAIL distantly. Alan looks up...

423 ALAN'S POV - AN ARMADA

423

of vehicles -- State Police cruisers, ambulances, trucks, buses -- BLASTS down the road into Midwich.

424 EXT. MIDWICH MAIN STREET

424

Pandemonium! Villagers dash about. YELLING, SCREAMING. Thick smoke fills the air. In the street Sarah's charred body lies covered with a smoldering blanket. Cruisers and ambulances pull up. TROOPERS disperse the crowd.

425 EXT. REAR OF CLINIC - AS ALAN'S STATION WAGON

425

SCREECHES to a stop. Alan jumps out, ENTERS the already open rear door of the clinic...

427 INT. CLINIC HALLWAY

427

Alan hesitates before the open door to the basement. Then he slowly descends the stairs...

428 EXT. MIDWICH MAIN STREET

428

Out of the chaos -- the drifting smoke, SCREAMS, flashing lights -- Jill staggers back to her car. She CRIES uncontrollably, tries to get in her car...

... when Alan's hand grabs her, pulls her upright...

JILL

Alan!

ALAN

Come on...

Alan pulls her away...

429 EXT. SIDE OF BRICK BUILDING - NIGHT

429

Just off the main street is a small alley bounded by an old brick building on one side and a fence and house on the other. Alan and Jill enter the alley...

JILL

The Children murdered Sarah Miller...

ALAN

And Susan Zerner.

(off Jill's
reaction)

I just found her inside
the clinic.

JILL

Alan -- the State Police are
going out to the
base. They're going after
the Children...

(starts toward
the street)

I have to stop them...

Alan grabs her...

ALAN

You can't.

(he has to pull
her back)

You can't go out there.
You'll just get hurt.

(in her face)

They won't be able to stop
the Children. It'll only
turn into another blood
bath. Listen to me.
There's another way.

Jill stares at him, catching her breath...

ALAN (CONT'D)

Something happened today.
I was able to block my thoughts
from being read by Mara.

JILL

How?

(CONTINUED)

429 CONTINUED:

429

ALAN

By visualizing.

(beat)

I suddenly remembered the view from our house -- the ocean. It was why we moved here in the first place, why we fell in love with Midwich.

(beat)

Barbara and I used to stand on the cliffside. We dreamed our dreams there. Something about being on the edge of land, and right there in front of us was something more powerful that we could ever be.

(beat)

I don't know, it just came over me... but they couldn't see past the image. I can hide, deceive them...

(beat)

I'm going out to the base. Alone.

JILL

No!

ALAN

Listen to me. Please.

(beat)

I want you to wait, and then come out and pick up David later on.

JILL

What're you going to do?

Alan moves closer to her, puts his arms around her.

ALAN

Take David away from here, as far as you can go. Hide. Don't ever let them find you.

Jill's head drops, tears in her eyes...

(CONTINUED)

429 CONTINUED: (2)

429

ALAN (CONT'D)

David can be saved. He isn't one of them, not completely. He feels. He's your boy. Love him. Teach him love. He's functional, high-achieving, his potential appears without limit. Maybe some day he'll cure cancer, maybe fix the environment.

(holds Jill very close)

But he needs you. Right now he's lost.. Maybe once he's outside the influence of the others...

JILL

Alan, come with us.

ALAN

(beat)

I have my daughter here. It's time to make things right by her.

JILL

Alan...

They kiss. Separate. Look at each other for a long beat. Then Alan moves around her, to the old brick building. For a moment he stands, staring at the bricks, his eyes focused on the color and texture, his fingers moving across their surface...

ALAN

I want you to pick up David at exactly 11:25.

JILL

Why can't I just go with you...?

ALAN

11:25. Not sooner, not later.

CUT TO:

- 430 EXT. ARMY BASE - HIGH ANGLE - NIGHT 430
A STATE POLICE ARMADA -- cruisers with their flashers on, 8 MOTORCYCLE COPS, and bringing up the rear, an inmate transport bus (with screened windows) to take the Children -- ROARS up the gravel road toward the army base.
- 431 INT. MUNITIONS BARRACKS - NIGHT 431
The Children react, put down their books, rise from their tables without sound...
- 432 EXT. MUNITIONS BARRACKS - NIGHT 432
Kicking up dust, the lead cruiser drives up and stops in front of the munitions barracks. 2 STATE TROOPERS jump out.
- 433 TROOPER 1 433
walks to the rear of the cruiser, opens the trunk and pulls out a 10-gauge shotgun. He loads 5 shells, pumps one into the chamber, and walks back to his partner.
- 434 A GROUP OF THE CHILDREN 434
stands silently outside the barracks front door, their eyes already aglow...
- 435 TROOPER 1 435
stares at them, his face slackening -- then suddenly brings the shotgun to his shoulder, wheels and BLASTS his partner. Trooper 2 is knocked backward to the ground.
- 436 MARA 436
and the others focus their eyes...
- 437 TROOPER 1 437
pumps out the spent shell, walks slowly into the center of the road just as the other cruisers come barreling up.

438 INT. CRUISER - NIGHT

438

TROOPERS 3 and 4 see Trooper 1 waiting for them to pull up, his shotgun pointing down...

Then he shoulders it and levels it right at them.

TROOPER 3 (DRIVER)

What the...?!

439 TROOPER 1

439

BLASTS a hole in the windshield, hitting Trooper 3, and...

440 THE CRUISER

440

careens wildly before SLAMMING into a tree, wrapping around the trunk like a child's toy...

441 TROOPER 1

441

doesn't even bother to check out the crash. He pumps in a new round, brings the gun to his shoulder, and BLASTS the next cruiser coming up right behind...

442 THE NEXT CRUISER

442

peels off wildly down the road before SMASHING into the dilapidated HQ building.

443 TROOPER 1

443

pumps in another round, BLASTS another cruiser.

444 INT. CRUISER

444

TROOPER 4 is nailed, blown back into his seat...

445 BUT THE CRUISER

445

doesn't veer off -- it continues straight down the road, SLAMMING Trooper 1 over the hood and trunk before it SMASHES into a power pole.

446 KACRUNCH!

446

as the power pole buckles, trailing wires hit the ground, several shooting of sparks where they've broken off from the transformer.

447 THE CRUISER

447

is a huge fireball, its burning fuel spewing out across the grounds.

448 EXT. MUNITIONS BARRACKS WINDOW

448

as Bruno, Nancy, Lilly and Casey look out with glowing eyes at the rest of the force approaching the base.

449 INT. BUS - NIGHT

449

The DRIVER'S face is covered with sweat, his jaw slack. He jams the accelerator to the floor and starts running over the line of motorcycle cops in front of him...

450 EXT. THE BUS

450

knocks off 5 COPS, one at a time, before the remaining 3 in the lead realize what's happening.

451 MOTOR COP 1

451

wheels his motorcycle on the dirt shoulder, comes up beside the driver, and angrily signals him to pull over.

452 INT. BUS - THE DRIVER

452

pulls the wheel hard to the left...

453 EXT. AS THE BUS

453

knocks Motor Cop 1 off the shoulder, then manages to pull back onto the road...

454 MOTOR COPS 2 AND 3

454

draw their pistols and pull up on either side of the bus and start BLASTING -- like 2 bandits trying to stop a stagecoach.

455 INT. BUS

455

With glass SHATTERING all over him, the Driver manages to wheel hard to the right and knock off Motor Cop 2 -- before Motor Cop 3 plugs him as he's trying to pull it back hard to the left...

456 THE BUS

456

continues pulling to the left as it careens down the road at 70 m.p.h. It finally tips on its side, and Motor Cop 3, speeding too fast to pull out of the way, piles straight into its underside.

457 INT. MUNITIONS BARRACKS

457

as David huddles in the corner, hiding from the EXPLOSIONS that echo outside and the flames that cast flickering shadows across the walls...

DISSOLVE TO:

458 EXT. MUNITIONS BARRACKS - NIGHT - LATER

458

Alan's station wagon pulls in through drifting black smoke.

Alan parks, gets out, looks at the bodies, burning wreckage, the carnage around him, stunned. PUSH IN on his face, a mask of pain. Finally, he glances back into the station wagon...

459 ALAN'S POV - A LARGE BLACK BRIEFCASE

459

sits on the front passenger seat.

460 INT. MUNITIONS BARRACKS - NIGHT

460

Suitcases packed, coats ready, the Children sit silently waiting.

Alan ENTERS. Stands silently for a beat.

ALAN
More death...

(CONTINUED)

460 CONTINUED:

460

MARA
Survival.

Alan's eyes glance at...

461 A CLOCK

461

on the wall. It's 11:21.

462 ALAN

462

avoids looking directly at the Children.

MARA (CONT'D)
You will tell us what
arrangements you have
made for us.

ALAN
I've had very little time.

Silence. Alan's eyes again flick to...

463 THE CLOCK

463

Now it's 11:22.

464 MARA

464

MARA
It is 11:22. What are
you anxious about?

465 ALAN

465

struggles to set his face into a stolid expression.

ALAN
The arrangements. Yes.
I left them in the car.
(beat)
Would someone please go
out and bring me the
briefcase on the front
seat?
(beat)
Lilly?

(CONTINUED)

465 CONTINUED:

465

Lilly starts for the door...

MARA

No.

Lilly stops. Mara bores her gaze into Alan's eyes.

MARA (CONT'D)

I can't... I'm unable to
see what you're thinking.

ALAN

I'm wondering who will bring
me my briefcase.

(looks around)

Isaac?

MARA

No.

(beat)

David.

466 DAVID

466

moves quietly past the others and out the front door.

467 ALAN'S EYES

467

move again to the clock.

468 THE CLOCK

468

11:24.

469 EXT. MUNITIONS BARRACKS

469

as David walks to Alan's station wagon...

..

470 DAVID'S HAND

470

opens the passenger door, and David reaches inside,
grabs the briefcase...

471 FROM INSIDE THE STATION WAGON

471

David struggles to drag the briefcase across the seat...

472 DOWN THE ROAD

472

through the smoking ruins of cruisers and motorcycles,
a pair of headlights appear -- Jill's car.

473 INT. JILL'S CAR - NIGHT

473

Jill stares ahead...

474 JILL'S POV - THRU FRONT WINDSHIELD

474

visible through the smoke, SEE David yanking the large
briefcase out of the station wagon...

475 INT. MUNITIONS BARRACKS

475

Alan's expressionless face is examined by the Children...

MARA
You are successfully
blocking your thoughts.

ALAN
(a monotone)
There remains the ability
to act for the greatest
good of the greatest number.

476 EXT. JILL'S CAR

476

as Jill gets out, stares at the destruction of men and
machines, almost wretching at the stench, her eyes
moving to...

477 DAVID

477

as he struggles with the briefcase back toward the
front door of the barracks...

478 INT. BARRACKS

478

as Alan's eyes move to...

479 THE CLOCK

479

11:26.

120.

480 ALAN

480

HEARS David opening the door...

MARA (CONT'D)

Why do you keep looking
at the clock?

Alan turns, crosses to the door...

481 AT THE DOOR

481

Alan reaches out, takes the briefcase from David...

MARA

Father...

Alan reacts, turns to Mara, and with his other hand gently pushes David backwards through the door and closes it. This action is hidden from the Children...

482 PUSH IN TO MARA

482

Suddenly her face seems to change, soften, and for the first time Mara looks like the daughter that Alan, that every father, would want to have...

MARA (CONT'D)

Daddy.

483 ALAN

483

stunned. Emotion washes over him, and for a moment he lets his guard down...

484 MARA

484

In an instant her face goes cold again, and her eyes begin to glow...

485 CAMERA MOVES IN ON ALAN

485

as sweat begins to bead on his forehead...

486 MOVE IN ON MARA

486

glaring...

(CONTINUED)

486 CONTINUED:

486

MARA
You are thinking...
of a brick wall.

487 ALAN

487

as CAMERA MOVES IN on his forehead, as though passing directly into Alan's mind... so that the FRAME seems to gray out around the edges.

Suddenly the center of FRAME comes into SHARP FOCUS.
SEE a brick wall, a section of the old brick building in the alley...

488 EXT. MUNITIONS BARRACKS

488

as Jill moves toward...

489 DAVID

489

standing outside the barracks...

490 INSIDE ALAN'S MIND

490

as though a drill were hitting the brick, BLASTING it, chipping it, tearing at it to get through to the other side...

491 THE CLOCK

491

as the hand moves to 11:29...

492 THE CHILDREN'S EYES

492

aglow like coals...

493 EXT. BARRACKS - AS DAVID

493

senses his mother's presence, turns...

494 JILL

494

rushes toward him...

495 INT. BARRACKS - ALAN 495
face slack, drenched with sweat, cracking, beginning to break, tremble... PUSH IN CLOSE, and SEE his thoughts...

The brick wall starts to crumble, fall apart...

496 MARA 496
staring, seeing into her father's mind...

497 THE BRICK WALL 497
as suddenly a hole is torn through. CAMERA MOVES IN swiftly toward the hole, and beyond...
SEE a box, a box with wires, a box with several taped sticks of dynamite, a box that ticks softly, a box with a clock on its face -- a clock that is set for 11:30...

498 MARA AND THE OTHER CHILDREN 498
whirl away from Alan, turn to see...

499 THE CLOCK 499
Its minute hand starts to move to 11:30.

500 CAMERA PUSHES IN ON THE BRIEFCASE 500

501 THE CHILDREN 501
suddenly move for the briefcase...

502 ALAN'S FACE 502
wrenched with agony...

503 EXT. MUNITIONS BARRACKS 503
In f.g. David and Jill are silhouettes, about to touch, as...

(CONTINUED)

- 503 CONTINUED: 503
... the BARRACKS EXPLODE in b.g. The concussion knocks David and Jill to the ground...
- 504 LIKE A GYSER OF FIRE 504
the barracks is an inferno, and the night sky becomes illuminated by the flickering glow.
- 505 JILL AND DAVID 505
get to their feet, in shock...
- 506 THE BURNING RUINS 506
as columns of smoke drift across the landscape, COVERING LENS, plunging US into darkness...
- 507 EXT. RURAL HIGHWAY - NIGHT 507
As Jill's car ROARS away...
- 508 INT. CAR - NIGHT 508
Jill drives, glances over at...
- 509 DAVID 509
curled up in the passenger seat.
- 510 JILL 510
Sad. Tired.
Again she glances at David. Reaches out her hand...
- 511 JILL'S HAND 511
stretches across the seat, gently touches David's shoulder, resting there, squeezing, then pulling away.

124.

512 CLOSE - DAVID

512

His eyes closed. But as he slowly opens them, they are still hard-black, fathomless, impossible to read or understand.

CAMERA PUSHES IN on his eyes, until they FILL FRAME, and we...

FADE OUT.

THE END